Recorded December 19, 1960 at 3:02 P.M. Liber10, Deceipt No. 182650

# THE CAVETOWN PLANING MILL COMPANY STOCK ISSUANCE STATEMENT

The Cavetown Planing Mill Company, a Maryland corporation having its principal office in Cavetown, Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation that

FIRST: The Corporation has authorized the issuance of Three thousand (3,000) fully paid and non-assessable shares of its capital stock having a par value of One Hundred Dollars (\$100.00) per share as follows:

1. To Frank E. Bushey 1050 shares

2. To George M. Bushey 700 shares

3. To Frank E. Bushey, Jr. 550 shares

4. To William L. Bushey 700 shares

for the following consideration the actual value of which as determined by the Board of Directors is not less than Three Hundred Thousand Dollars (\$300,000.00), namely: the transfer, assignment and delivery to the Corporation of the following assets of The Cavetown Planing Mill Company, a partnership, composed of Frank E. Bushey, George M. Bushey, Frank E. Bushey, Jr., and William L. Bushey, said assets consisting of plant machinery and equipment, office equipment, automotive equipment, power lines and wiring, heating and drying equipment, trade accounts receivable and cash in the amount of \$12,439.97.

SECOND: a. At the time of the authorization of the issuance of such shares of stock there were no shares of the stock of the Corporation outstanding and entitled to vote.

b. The issuance of said shares of stock for the consideration above mentioned was duly authorized by the unanimous vote of the Board of Directors of the Corporation at a meeting duly held as of the 2nd day of January, A.D., 1960, at which all members of the Board of Directors were present.

IN WITNESS WHEREOF, The Cavetown Planing Mill Company, a corporation, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed by its Secretary this \_\_5th\_\_ day of

May , A.D., 1960.

THE CAVETOWN PLANING MILL COMPANY,

By Frank E

. Q

And & Bus

Frank E. Bushey, Jr V Secretary.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 5th day of May A.D., 1960, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Frank E. Bushey, President of The Cavetown Planing Mill Company, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Frank E. Bushey, Jr., and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year dast above written.

Pearl L. Gehr, Notary Public. STATE OF THE CANELOUS STATE OF THE COUNTY OF THE CENTRAL STATE OF THE COUNTY OF THE CANELOUS STATE OF THE CANE

approved and received for record by the State Department of Assessments and Taxation of Maryland July 5, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5451

Recorded in Liber / , folio / , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

houses Martyne Director

# Recorded December 19, 1960 at 3:02 P.M. Liber 10 Receipt No. ARTICLES OF SALE 182650

HAGERSTOWN BOOKBINDING AND PRINTING COMPANY OF WASHINGTON COUNTY

Transferor

AND

KENNETH E. DUDLEY COMPANY, INC.

Transferee

THIS IS TO CERTIFY:

FIRST: That the Hagerstown Bookbinding and Printing Company of Washington County has sold substantially all its property and assets unto Kenneth E. Dudley Company, Inc.

SECOND: The post office address of the principal place of business of Hagerstown Bookbinding and Printing Company of Washington County is 106 West Franklin Street, Hagerstown, Maryland.

THIRD: That the post office address of the principal place of business of Kenneth E. Dudley Company, Inc. is 112 North Potomac Street, Hagerstown, Maryland.

FOURTH: Both companies party to these Articles were organized and created under the laws of the State of Maryland.

of Washington County has sold to Kenneth E. Dudley Company, Inc. all of the machinery, equipment, fixtures, furniture and personal property of every kind and description, excluding cash, which belong to the Hagerstown Bookbinding and Printing Company of Washington County and was used in the printing business at that address, but excluding all real property owned by the Hagerstown Bookbinding and Printing Company of Washington County.

The price is One Hundred Thirty Thousand (\$130,000.00) Dollars, Fifty Thousand (\$50,000.00) Dollars of which is to be paid in cash at the time the property referred to above is turned over to Kenneth E. Dudley Company, Inc., which date it is contemplated will be on or after July 18, 1960, and the remainder in a note to be given by Kenneth E. Dudley Company, Inc. to Hagerstown Bookbinding and Printing Company of Washington County.

SIXTH: That the principal office of the Hagerstown Bookbinding and Printing Company of Washington County is located in Washington County, Maryland.

That the principal office of the Kenneth E. Dudley Company, Inc. is located in Washington County, Maryland.

That all of the property sold by the Hagerstown Book-

binding and Printing Company of Washington County to Kenneth E. Dudley Company, Inc., the title to which could be affected by the recording among the property records is located in Washington County, Maryland.

SEVENTH: That the Board of Directors of the Hagerstown Bookbinding and Printing Company of Washington County, at a meeting duly convened and held on the 2nd day of June, 1960, duly advised the Articles hereinabove set forth and called a meeting of the stockholders of the Hagerstown Bookbinding and Printing Company of Washington County in the manner required by the charter of that company and the laws of the State of Maryland to take action thereon.

EIGHTH: That a meeting of the stockholders of the Hagerstown Bookbinding and Printing Company of Washington County called by the Board of Directors as aforesaid, was held at the principal office of the company at 106 West Franklin Street, on the 15th day of July, 1960, pursuant to notice to all stockholders required by the charter of the company according to the laws of the State of Maryland and at said meeting the stockholders of the common stock duly authorized and approved the Articles hereinabove set forth by a vote of more than two-thirds of the outstanding common stock of the company.

NINTH: The Articles of Sale aforesaid were approved by a majority vote of the Board of Directors of Kenneth E. Dudley Company, Inc. at a meeting held on the 15th day of June, 1960, no further action being required by the charter of Kenneth E. Dudley Company, Inc.

IN WITNESS WHEREOF, the Hagerstown Bookbinding and Printing Company of Washington County and Kenneth E. Dudley Company, Inc. have caused these presents to be signed by their Presidents and their corporate seals to be hereto attached and attested by their Secretaries on the 1960

HAGERSTOWN BOOKEINDING AND PRINTING

. V. Jamison, 3rd, President

KENNETH E. DUDLEY COMPANY, INC.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this

A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. V. Jamison, 3rd, President of the Hagerstown Bookbinding and Printing Company of Washington County, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time personally appeared Richard A. Jamison, and made oath in due form of law that he was Secretary of the meeting of stockholders of the corporation at which the foregoing Articles of Sale were approved, and that the matters and facts set forth in said Articles of Sale are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Comm. Exp. 5/1/61

Marmi & Meddle

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of July,
A.D., 1960, before me, the subscriber, a Notary Public in and
for the State and County aforesaid, personally appeared William
B. Snyder, President of Kenneth E. Dudley Company, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Sale to be the corporate act of said corporation; and at the same time made oath in
due form of law that the matters and facts set forth in said
Articles of Sale with respect to the authorization and approval
thereof by the said Kenneth E. Dudley Company, Inc. are true to
the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

Shirley Shaw

Sultte 7-18-60 for recording order.

#### ARTICLES OF SALE

OF

HAGERSTOWN BOOKBINDING AND PRINTING COMPANY OF WASHINGTON COUNTY - transferor

to

KENNETH E. DUDLEY COMPANY, INC. - transferee

approved and received for record by the State Department of Assessment and of Maryland July 19, 1960 at 9:20 o'clock with law and ordered recorded.

A 5668

Recorded in Liber 100, folio 400, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00 2.00 Certf. to Land Rec. Off. Wash. Co.

\$ 12.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

herine Martin

Recorded December 19, 1960 at 3:02 P.M. Liber 10 Receipt No. 182650

KENNETH E. DUDLEY COMPANY, INC.

### ARTICLES OF AMENDMENT

Kenneth E. Dudley Company, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Sections "THIRD", "FIFTH", and "SEVENTH" of the articles of incorporation and inserting in lieu thereof the following:

THIRD: The purposes for which the Corporation is formed are as follows:

- A. To carry on the business of printers and lithographers, stereotypers, electrotypers, photographic printers, photolithographers, engravers, die-sinkers, blank book manufacturers, book binders, and stationers, and the printing of books, pamphlets, periodicals, newspapers, posters, circulars, envelopes, bill and letterheads, cards, tags, labels, commercial, financial, and law blanks and forms of every description, railroad and other tickets, and any and all kinds of documents, instruments, and other printed matter.
- B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- C. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property whereever situated.
- D. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares

and merchandise of every description.

- E. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- F. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- G. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonus or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder or any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the

profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- H. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- I. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- J. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not

in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Hundred Thousand (200,000) shares of the par value of One (\$1.00) Dollar per share, all of one class and having an aggregate par value of Two Hundred Thousand (\$200,000.00) Dollars.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

A. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

B. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a

party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- D. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized

by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

F. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation; or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

G. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of, redemption of, and the conversion rights of, such shares.

H. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, leave or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

SECOND: The Board of directors of the Corporation, at a meeting duly convened and held on June 15, 1960, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on June 30, 1960.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Gorporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: A. The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows: The Total number of shares of stock which the Corporation has authority to

issue is Fifty Thousand (50,000) shares of the par value of One (\$1.00) Dollar per share, all of one class and having an aggregate par value of Fifty Thousand (\$50,000.00) Dollars.

B. The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows: The total number of shares of stock which the Corporation has authority to issue is Two Hundred Thousand (200,000) shares of the par value of One (\$1.00) Dollar per share, all of one class and having an aggregate par value of Two Hundred Thousand (\$200,000.00) Dollars.

C. The capital stock of the Corporation is not divided into classes.

In witness whereof, Kenneth E. Dudley Company, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on June 30, 1960.

ATTEST:

KENNETH E. DUDLEY COMPANY, INC.

BY William B. Snyder President

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on June 30, 1960, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared William B. Snyder, President of Kenneth E. Dudley Company, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Fredericka D. Garver and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year above written.

Chiley P. Khaw Shiray I. Shaw Notary Public

My Commission Expires: May 1, 1961

ARTICLES OF AMENIMENT

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KENNETH E. DUDLEY COMPANY, SENC

STATE OF NO. COUNTY HEEGEN OF THE COUNTY HEEGEN OF THE COUNTY OF THE COU

approved and received for record by the State Department of Assessments and Taxation of Maryland July 1, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5450

Recorded in Liber / / / , follo / / 6, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 16.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded December 19, 1960 at 3:02 P.M. Liber 19, Receipt No. 182650

# MILLER-LISKEY ELECTRIC COMPANY, INCORPORATED ARTICLES OF AMENDMENT

The Miller-Liskey Electric Company, Incorporated, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that;

FIRST: The charter of the Corporation is hereby amended by striking out Five, Eight and Nine of the articles of incorporation and inserting in lieu thereof the following:

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Thousand (2,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

EIGHTH: The Board of directors of the

Corporation is hereby empowered to
authorize the issuance from time to
time of shares of its stock of any
class, whether now or hereafter
authorized, or securities convertible
into shares of stock of any class
or classes, whether now or hereafter
authorized.

NINTH: The number of directors of the Corporation shall be Five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until their successors are duly chosen and qualify are Jack E. Barr, Donald W. Moats, Glenn R. Shindle, George R. Karn, and Paul Ottinger.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on April 29, 1960, adopted a resolution in which was set forth the foregoing amendment to the

charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on June 21st, 1960.

THIRD: Notice setting for the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forthwas approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

The total amount of the authorized Capital Stock of the Corporation is One Thousand shares of the total value of One Hundred Thousand (\$100,000.00) Dollars, each of the par value of One Hundred

Dollars (\$100.00). Of the authorized Capital Stock, there shall be Five Hundred Forty shares of the par value of One Hundred (\$100.00) Dollars per chare in Common Stock.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

The total number of shares of stock which the Corporation has authority to issue is Two Thousand (2,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

IN WITNESS WHEREOF, the Miller-Liskey Electric Company, Incorporated has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on June 22nd, 1960.

MILLER-LISKEY ELECTRIC COMPANY, INCORPORATED

ATTEST:

Glenn R. Shindle Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on June 22nd, 1960, before me, the subscriber, a notary public of the State of Maryland, in and for

the County of Washington, personally appeared Jack E. Barr, of the Miller-Liskey Electric Company, Incorporated, a Maryland Corporation, and in the name and onbehalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Glenn R. Shindle and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal, the day and year last above written.

Joanne Snyder () Notary Public

ly Commission Expires: 5/1/61

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ARTICLES OF AMENDMENT

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MILLER-LISKEY ELECTRIC COMPANY, INCORPORATED

STATE ON TO BE COUNTY
RECEIPTOR OF COUNTY
RECE

approved and received for record by the State Department of Assessments and Taxation of Maryland July 11, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 5538

Recorded in Liber | - | 98 , folio 321 , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

### Recorded December 19, 1960 at 3:02 P.M. Liber 10 Receipt No. 182650 THE HAGERSTOWN BLOCK COMPANY

### ARTICLES OF AMENDMENT

The Hagerstown Block Company, a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SECOND of said Charter and inserting in lieu thereof the following paragraph to be designated as Article SECOND:

SECOND: The name of the corporation (which is hereinafter called the Corporation) is HAGERSTOWN CONCRETE PRODUCTS, INC.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on the 12th day of July, 1960 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders to be held on the 19th day of July, 1960.

THIRD: Notice setting forth the said amendment to the Charter and stating that the purpose of the meeting of the stockholders would be to take action thereon was given to all stockholders entitled to vote thereon.

FOURTH: The amendment of the Charter as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by an unanimous vote of the stock entitled to vote thereon.

FIFTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, The Hagerstown Block Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 26 day of July, 1960.

THE HAGERSTOWN BLOCK COMPANY

ATTESTTO CORPORATE SEAL:

Will a line Swartz

Thodor manyers.
Theodore M. Myers - President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26th day of July, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Theodore M. Myers, President of The Hagerstown Block Company, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and at the same time personally appeared Anna Irene Swartz, Secretary, and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above

Anna C. Delosier Notary Public

My commission expires: May 1, 1961

ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN BLOCK COMPANY

changing its name to

HAGERSTOWN CONCRETE PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1960 at 11:30 o'clock A.M. as in conformity with law and ordered recorded.

A 5818

Recorded in Liber 20 / , folio / , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded December 19, 1960 at 3:02 P.M. Liber 10 Receipt No. 182650

HAGERSTOWN BOOKEINDING AND PRINTING COMPANY OF WASHINGTON COUNTY

### ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of Hagerstown Bookbinding and Printing Company of Washington County, a Maryland Corporation having its principal office at 106 West Franklin Street, Hagerstown, Maryland, (hereinafter called the Corporation) is hereby amended by striking out the designated name of the Corporation which is "Hagerstown Bookbinding and Printing Company of Washington County" and substituting therefor the following name:

JAMCO, INC.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on June 2, 1960, duly advised the amendment to the Certificate of Incorporation hereinabove set forth, by passing a resolution declaring that said amendment is advisable and calling a special meeting of stockholders to take action thereon.

THIRD: That the special meeting of stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at the principal office of the Corporation at 106 West Franklin Street, Hagerstown, Maryland, on July 15, 1960, and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds of all of the shares of the common stock outstanding and entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, Hagerstown Bookbinding and Printing

Company of Washington County has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto affixed and attested by its secretary on the 15th day of July, 1960.

HAGERSTOWN BOOKBINDING AND PRINTING COMPANY OF WASHINGTON COUNTY

By J.V. Jamison, 3rd

Manuson, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of July, A.D. 1950, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. V. Jamison, 3rd, President of Hagerstown Bookbinding and Printing Company of Washington County, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Richard A. Jamison and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Exp. 5/1/61

ARTICLES OF AMENIMENT

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HAGERSTOWN BOOKBINDING AND PRINTING COMPANY OF WASHINGTON COUNTY changing its name to

JAMCO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 19, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5664

Recorded in Liber 7-190, foliog87, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

### ARTICLES OF AMENDMENT

Kenneth E. Dudley Company, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

First: The charter of the Corporation is hereby amended by striking out Section Two of the articles of incorporation and inserting in lieu thereof the following:

> The name of the Corporation (which is hereinafter called the Corporation) is:

Hagerstown Bookbinding & Printing Co., Inc.

Second: The board of directors of the Corporation, at a meeting duly convened and held on June 15, 1960, adopted a resolution in which was set forth the aforegoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on July 1, 1960.

Third: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

Fourth; The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

In witness whereof, Kenneth E. Dudley Company, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on July 15, 1960.

Kenneth E. Dudley Company, Inc.

William B. Snyder

Fredericka D. Garver Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 15th day of July, A.D., 1960, before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, personally appeared William B. Snyder, President of Kenneth E. Dudley Company, Inc, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Fredericka D. Garver and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief. and belief.

28

My Commission Expires: May 1, 1961

ARTICLES OF AMENDMENT

OF

KENNETH E. DUDLEY COMPANY, THE

changing its name to

HAGERSTOWN BOOKBINDING & PRINTING CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 19, 1960 at 9:10 o'clock A. M. as in conformity with law and ordered recorded.

5665

Recorded in Liber 1990, folio 390, one of the Charter Records of the State Department of Assemments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

Circuit To the clerk of the

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

# Recorded December 19, 1960 at 3:02 P.M. Liber 10 Receipt No. 182650 THE HAGERSTOWN BLOCK COMPANY ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Theodore M. Myers, whose postoffice address is 448 East First Street, Hagerstown, Maryland; Helen I.
Myers, whose postoffice address is 448 East First Street, Hagerstown,
Maryland; and James J. Myers, whose postoffice address is Brightwood
Circle, Brightwood Acres, Hagerstown, Maryland, all being of full legal
age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves
with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is THE HAGERSTOWN BLOCK COMPANY.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- (a) To manufacture, buy, sell and generally to deal in and with concrete blocks, brick, artificial stone, lumber, cement and any and all materials capable of use in the construction of any kind of building and to do a general manufacturing business and to purchase, erect, own, hold, lease, convey, mortgage, pledge, transfer, acquire or dispose of any lands, buildings and other structures and all property whether real, personal or mixed of every kind, class, description and character whatsoever, or any interest therein wanted, necessary or desirable for the carrying on and promoting of the aforesaid objects, purposes or business or either or any of them.
- (b) To purchase or otherwise acquire all or any part of the business, goodwill, rights, property and assets of any kind and assume all or any part of the liabilities of any corporation, association, partnership or individual engaged in any lawful business which corporations may conduct, and to continue any business so acquired in its own name or otherwise in accordance with the provisions of the Laws of the State of Maryland.

- (c) To purchase or otherwise acquire, hold, sell, assign and transfer the stocks, bonds, securities or other evidence of indebtedness of other corporations, domestic and foreign; and also to purchase or otherwise acquire, own and hold its own stock in accordance with the provisions of the Laws of the State of Maryland.
- (d) To make contracts, incur liabilities, borrow money, make and issue bonds or other evidences of indebtedness and secure the same by mortgage or deed of trust of its property, franchises and income.
- (e) To transact its business and carry on its operations within or without the State of Maryland, to exercise in any other state,
  territory, district or possession of the United States or in any foreign
  country so far as the laws thereof permit, any of the powers hereby
  granted.
- (f) To do and perform every other act, matter or thing that may be necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects hereinbefore enumerated, and to have and to exercise all the powers conferred by the Laws of the State of Maryland upon corporations formed under the General Corporation Laws of the State of Maryland.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is Cak Street Extended, Hagerstown, Maryland. The resident agent of the Corporation is Theodore M. Myers, whose postoffice address is 448 East First Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased pursuant to the by-laws of the Corporation;

and the names of the directors who shall act until the first annualmeeting or until their successors are duly chosen and qualify are Theodore M. Myers, Helen I. Myers and James J. Myers.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences

of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time cutstanding, by vote at a meeting or in writing with or without a meeting.
- (e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

on this 26 day of July, 1960.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26 day of July, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Theodore M. Myers, Helen I. Myers and James J. Myers and severally acknowledged the foregoing Articles of Incorporation to be their act.

VITNESS my hand and Notarial Seal the day and year last above

ommission expires: May 1, 1961

ARTICLES OF INCORPORATION
OF
THE HAGERSTOWN BLOCK COMPANY
OF
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approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1960 at 11:35 o'clock A. M. as in conformity with law and ordered recorded.

A 5819

Recorded in Liber 20/, folio 4, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded December 19, 1960 at 3:02 P.M. Liber 10 Receipt No. 182650

ARTICLES OF INCORPORATION

SPORTS OF HAGERSTOWN, MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, EDWARD W. GODLOVE, whose postoffice address is 2303 Gay Street, Hagerstown, Maryland, and CHARLES R. BURGER, whose postoffice address is 37 Madison Avenue, Hagerstown, Maryland, and DONALD E. ZOMBRO, whose postoffice address is 486 McDowell Avenue, Hagerstown, Maryland, all being at least twanty-one years of age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate themselves with the intention of forming a Corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:

SPORTS OF HAGERSTOWN, MARYLAND, INC.

THIRD: The purposes for which the corporation is formed are as follows:

- a. To engage in and to carry on a general merchandise business, to sell sporting equipment and clothing, both wholesale and retail, and to sell all related items to the sporting goods business.
- b. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- c. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- d. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise

of every description.

- part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock bonds, or other securities of the Corporation or otherwise.
- f. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- g. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute shares of stock, voting trust certificates, bonds or other

obligations, or the proceeds thereof, among the stockholders of this Corporation.

- h. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- i. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- j. To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- k. To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states,

territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in futherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

of the Corporation in this State is 486 McDowell Avenue, Hagerstown, Maryland. The resident agent of the Corporation is DONALD E. ZOMBRO, whose postoffice address is 486 McDowell Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is one hundred thousand (\$100,000.00) dollars.

SIXTH: The Corporation shall have three (3) directors and EDWARD W. GODLOVE, CHARLES R.BURGER, and DONALD E. ZOMBRO shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

a. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities

convertible into shares of its stock, with or without par value of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

b. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or in alidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the

Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

- d. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- e. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, of any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- f. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- g. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether

now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by lay or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 30th day of June, A. D. 1960.

Witness:

Edward We SEAL

France R. Burris

Charles R. Burger (SEAL)

Donald E. Zombro (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this 30th day of June, A. D. 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Edward W. Godlove, Charles R. Burge, and Donald E. Zombro and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and Notarial Seal, the day and year last above written.

My Commission Expires:

Irene R. Burris, Notary Public

ARTICLES OF INCORPORATION

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SPORTS OF HAGERSTOWN, MARYLAND,

approved and received for record by the State Department of Assessments and Taxation of Maryland July 27, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 5731

Recorded in Liber \_\_\_\_\_\_\_\_, folio \_\_\_\_\_\_\_\_, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 11.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded December 19, 1960 at 3:02 P.M. Liber 10 WAYNE REALTY CO., INC.

## Articles of Incorporation

FIRST. We, the undersigned, John A. Daiger, 120 Wallace Street, Bel Air, Maryland; Ethel H. Woodward, Powers Avenue, Cockeysville, Maryland; and Elwyn C. Woodward, Powers Avenue, Cockeysville, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND. The name of the corporation (hereafter called the "Corporation") is: WAYNE REALTY CO., INC.

THIRD. The purpose for which the Corporation is formed is to engage in any business venture or activity that is legal and legitimate at the point or place where conducted and, in so doing, to exercise all of the general powers conferred by law on the Corporation.

FOURTH. The post office address of the principal office of the Corporation is: Box 343, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is: Robert C. Witherspoon, Box 343, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides therein.

FIFTH. The total number of shares of stock the Corporation has authority to issue is:

- (1) Class "A" Common One Hundred (100) shares of the par value of One Hundred Dollars per share, having an aggregate value of Ten Thousand Dollars (\$10,000.00); and,
- (2) Class "B" Common One Hundred (100) shares of the par value of One Dollar (\$1.00) per share, having an aggregate value of One Hundred Dollars (\$100.00).

SIXTH. The classes of stock, authorized in paragraph Fifth, are limited as follows:

- (1) Class "A" Common shall (a) own the assets of the Corporation; (b) be solely entitled to corporate dividends; (c) have exclusive authority to approve amendments to this Charter; (d) have authority to maintain derivative actions; (e) have exclusive authority to approve dissolution, merger, consolidation, voluntary liquidation or re-organization; (f) have exclusive authority to approve salaries of all corporate officers.
- (2) Class "B" Common shall (a) have the rights and prerogatives of common stock generally except as such may have been reserved to Class "A" stock; (b) elect all Birectors by cumulative voting.

SEVENTH. The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first meeting of Directors of the Corporation or until their successors are duly chosen and qualified are: John A. Daiger, Ethel C. Woodward, and Elwyn C. Woodward.

EIGHTH. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, its Directors, and Stockholders:

- (1) The Board of Directors of the Corporation is hereby empowered to suthorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations or restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (2) The Board of Directors shall have the power from time to time to
  fix and determine the amount of working capital of the Corporation,
  and to direct and determine the use and disposition of any surplus

or net profits to Class "A" stockholders; and the amount of the surplus and net profits of the Corporation to be reserved before payment of any dividend shall rest wholly in the discretion of the Board of Directors.

NINTH. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 21st day of July 1960.

Mae & Segerman
Witness to Al

John A. Deyger

Sthel H. Woodward

Steel H. Woodward

Elwyn C Wordward (Sea

STATE OF MARYLAND : Set.
CITY OF BALTIMORE :

I hereby certify that on this 21st day of July 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared John A. Deiger, Ethel H. Woodward, and Elwyn C. Woodward, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and notarial seal, this 21st day of July 1960.

Notery Public

Manifestation expires: May 1, 1961.

ARTICLES OF INCORPORATION

OF

WAYNE REALTY CO., INC.

approved and received for record by the State Department of Assessments and Taxatlon of Maryland July 21, 1960 at 1:15 o'clock P. M. as in conformity with law and ordered recorded.

A 5711

Recorded in Liber 200, folio 6, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded December 19, 1960 at 3:03 P.M. Liber 10 Receipt No. 182650

FUN-KELL AIRCRAFT CORP.

### ARTICLES OF INCORPORATION

### THIS IS TO CERTIFY:

FIRST: That we, the undersigned, R. Justin Funkhouser, whose post office address is No. 901 Pope Avenue, Hagerstown, Maryland, Margaret Dunlop, whose post office address is No. 901 Pope Avenue, Hagerstown, Maryland, and Frank D. Kelley, whose post office address is No. 111 West Washington Street, Hagerstown, Maryland, all being of full legal age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is "FUN-KELL AIRCRAFT CORP."

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To manufacture, buy, sell, assemble, repair, store, hire, operate and deal in and with airplanes of all kinds, and parts thereof and supplies therefor, and all articles and things pertaining thereto or to the operation thereof.
- (b) To carry on and conduct a general engineering business dealing with the assembling, inspecting, testing, and other processing of aircraft and to engage in supervising, designing, constructing, managing, and operating any and all work of allied projects.
- (c) To manufacture any and all machinery, supplies,

general business of buying, selling, repairing, testing, and flying airplanes and flying machines of every description, and to do any and all things necessary and incidental to the carrying on of the business, including the right to own, buy, lease, or otherwise acquire such real estate as may be necessary for carrying out the purposes for which this corporation is organized.

- (d) To acquire, by purchase, lease, or otherwise, and to own, operate, and dispose of air navigation facilities of every nature and description including terminal landing fields, emergency landing fields, hangars, land lighthouses, storage space, systems of radio communication, aircraft repair stations mooring masts, landing buoys, airports, either land or water, and all equipment incidental to the proper maintenance thereof.
- (e) To manufacture, hold, purchase, or d herwise acquire, buy, and sell both retail and wholesale, produce, secure, receive, procure, make, or otherwise dispose of and generally operate a machine shop and deal in parts of every kind and nature for the aircraft industry and all other articles or merchandise of a kindred nature, and to export, import, and deal in all articles commonly supplied or dealt in by persons engaged in a machine shop and aircraft industry parts business.
- (f) To manufacture, construct, buy sell, lease, hire, import, export, and deal in and with airplanes, hydro-airplanes, hydro-planes, seaplanes, flying boats, and all other kinds of aircraft whatsoever, motors, machines, and devices of whatsoever kind and description for the utilization of air and gas or gasoline or other hydro-carbons, whether in combination or otherwise, for motive power or for any use or purpose to which the same can be applied; and to manufacture, construct, buy,

acquire, sell, import, and export, deal in and with all parts that may or can be used in the manufacture of the aforementioned articles or in connection therewith.

- (g) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, own, use, operate, develop, improve, introduce, commercialize, mortgage, sell, assign, or otherwise dispose of and deal with any and all patents, patent rights, patent applications, licenses, easements, and all inventions, improvements, formulae, information and processes used in connection with or secured under letters patent of the United States or elsewhere or otherwise; and to use, exercise, develop, commercialize, finance, manufacture under, grant licenses in respect of, or otherwise turn to account, any such processes, formulae, information, patents, patent rights, licenses, inventions, improvements, easements, concessions and the like and with a view to the working and development of the same, and to carry on any lawful business whatsoever, whether manufacturing or otherwise, which the corporation may deem calculated directly or indirectly to accomplish its objects or any of them.
- (h) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (i) To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and reissue, shares of its own stock of any blass in any manner now or hereafter authorized or permitted by law.
- (j) To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which this Corporation

has an interest, and to endorse or otherwise gura ntee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

- (k) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein.
- (1) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction and improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.
- (m) To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.
- (n) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other State, territory, district, colony or dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates,

bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland, The said Corporation shall enjoy and exercise all the powers and rights conveyed by statute upon the Corporation and the enumeration of the specific powers in this Certificate of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

office of the Corporation in this State is No. 111 West Washington Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Frank D. Kelley, No. 111 West Washington Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of the stock which the Corporation has authority to issue is one million shares of the par value of twenty-five cents a share, all of one class, and having an aggregate par value of Two Hundred Fifty Thousand Dollars.

R. Justin Funkhouser, Margaret Dunlop and Frank D. Kelley shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of directors may be changed in such lawful manner as the by-laws from time to time may provide.

SEVENTH: (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation or the General Laws of the State of Maryland.

- (b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the Corporation.
- (c) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or

officer of such other corporation or who is so interested may
be counted in determining the existence of a quorum at any meeting
of the Board of Directors of this Corporation, which authorizes
any such contract or transaction, with like force and effect as
if he were not such director or officer of such other corporation
or not so interested.

(d) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2 day of , A. D. 1960.

WITNESS:

A. Justin Funkhouser

Margaret Dunlop

Frank D. Kelley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 25 day of A.D. 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Justin Funkhouser, Margaret Dunlop and Frank D. Kelley, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year.

last above written.

Notary Public

ARTICLES OF INCORPORATION

OF

FUN-KELL AIRCRAFT CORP.



approved and received for record by the State Department of Assessments and Taxation of Maryland July 21, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 5689

Recorded in Liber 199, folio 5/4, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 50.00 Recording fee paid \$ 11.00

To the clock of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

harle flatings

Recorded December 19, 1960 at 3:03 P.M. Liber 10 Receipt No. 182650

# ARTICLES OF INCORPORATION

OF

ORBIT MANUFACTURING COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Shelby J. Crawford, whose postoffice address is Route 1, Fairplay, Maryland; David W. Byron, whose postoffice address is 500 Gordon Circle, Hagerstown, Maryland; and Betty M. Baker, whose postoffice address is Route 3, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

ORBIT MANUFACTURING COMPANY, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To manufacture, process, build, install, buy, sell, deal in, store, transport, and otherwise handle sheet metal, aluminum, ornamental iron, bronze, copper, and other kinds of metallic materials useful in construction and building, and to engage in the business of blanking, drawing, forming, punching, shearing, and tooling sheet metal of all kinds and types, and the fabrication and installation of all types of metal and metal products.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or

otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of,

the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formedupon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route 1, Sharpsburg, Maryland. The name and postoffice address for the resident agent of the Corporation in this State are Floyd Albin Eichelberger, Route 1, Sharpsburg, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: .The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of One (\$1.00) Dollar per share, all of which shares are of one class and are designated common stock, and having an aggregate value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Floyd Albin Eichelberger, William E. Wilt, Howard O. Layne and Garland F. Slaughter.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corponation.

EIGHTH: The duration of the Corporation shall be perpetual.

(SEAL)

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the day of July 1960. (SEAL) WITNESS: (SEAL) Sarah Jane Cline

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 8th day of A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Shelby J. Crawford, David W. Byron and Betty M. Baker, and severally toknowledged the foregoing Articles of Incorporation to be their

WITNESS my hand and Official Notarial Seal.

Comm. Exp. 5/1/6/

Sarah Sane Cline

ARTICLES OF INCORPORATION

OF

ORBIT MANUFACTURING COMPANY TING.

approved and received for record by the State Department of Assessments and Taxation of Maryland July 11, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

**A** 5563

Recorded in Liber 108, folio457, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

'AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded December 19, 1960 at 3:03 P.M. Liber 10, Receipt No. 182650

CERTIFICATE OF INCORPORATION

OF

## EVANGEL TEMPLE

WHEREAS, On the 30 day of ferre, A. D., 1960, the members of the Evangel Temple of Hancock, Washington County, Maryland, at a meeting duly warned for the purpose, and by a vote of the majority of the members of said Church more than twenty-one years of age, it was unanimously decided by the persons there assembled to avail themselves of the advantages of incorporation provided by the laws of the State of Maryland, and to that end the following plan, agreement or regulations were unanimously adopted:

lst. That the name of the Corporation (which is hereinafter called the "Congregation") shall be "Evangel Temple".

2nd. That the estate, property, interest and inheritance of said Congregation shall be managed by four trustees, all of whom shall be above 21 years of age, of good character and members of said Congregation, and that the minister for the time being or senior minister, if there be more than one minister, for said Congregation shall always by virtue of his said office be a member of said body politic or Corporation in addition to the aforesaid four trustees; that said trustees shall be elected annually on the First day of July of each year and shall hold office for a period of one year or until their successors are duly chosen and elected, and said trustees shall be more than 21 years of age, of good character and shall be active in the affairs of said Congregation; in the event of the death, resignation or refusal to act of any trustee duly elected, then the Majority of the remaining trustees shall duly select another trustee to take the place of said trustee so dying, resigning or failing to act, who shall fill the unexpired term thereof; said minister shall constitute and be the president of said trustees and of said Peacher, and James B. Edwards, all being citizens of the State of Maryland, are and were duly elected trustees to hold office until the 1st day of July, 1961, or until their successors are duly chosen; that said trustees be and they are hereby authorized and required to keep and maintain a roster or list of the members of said Congregation and to strike from said roster or list the

member thereof or whose attendance and participation in the affairs of said Congregation is so infrequent as to make it, in the judgment of said trustees, advisable to no longer consider said person as a member thereof; said trustees shall manage all of the affairs and property of said Congregation as in their judgment they deem most advisable so as to promote the best interests and welfare of said Congregation, subject to the provision of the applicable laws of the State of Maryland and to the provisions hereof.

3rd. There shall also be elected at a meeting on the First day of July of each year by the members of said Congregation a Secretary and Treasurer.

4th. That all members of said Congregation whose names appear in the aforesaid roster or list or should appear therein, and who are at least 21 years of age and in attendance at said meetings, shall be entitled to vote thereat; that the majority of all said members present at any meeting and entitled to vote shall determine all matters which are submitted to vote at said meetings, except the employment and/or discharge of the minister to said Congregation shall be by a vote of at least two-thirds of the members present and entitled to vote.

5th. That there shall be an annual meeting of all members of said Congregation on the First day of July of each year, but said meeting may be adjourned by those present thereat to some other date for any cause whatsoever, and all elections at such adjourned meeting shall be valid to all intents and purposes as though said meeting was held on the day herein specified.

6th. All funds belonging to said Congregation shall be deposited in the name of said Congregation in such bank or banks as the majority of said Trustees may from time to time deem advisable and shall be subject to withdrawal on checks signed by the minister of said Church and the Treasurer thereof.

7th. That should this Congregation be dissolved pursuant to the laws of the State of Maryland, then all assets of said Congregation shall be converted into cash by said trustees or such other person or persons as shall be duly authorized so to do, and after the payment of all debts of said Congregation, then any balance remaining shall be distributed and paid to all members of said Congregation whose names appear or should appear on the aforesaid roster or list and who are 21 years of age or more.

8th. That the trustees herein named shall acknowledge this plan, agreement or regulation and shall file and record the same pursuant to the provisions of the applicable laws of the State of Maryland.

IN WITNESS WHEREOF, The undersigned trustees have hereunto set their hands and seals this 30 day of ferre, A. D., 1960.

Witness to all signatures:

Burrol R Smith (SE

Hallu & Baker

Theodore F. Peters (SEAL)

Taul W. Peacher (SE

James B. Edwards (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

A. D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward R. Smith, Theodore F. Peters, Paul W. Peacher and James B. Edwards, Trustees named in the above and aforegoing Articles of Incorporation, and who did each acknowledge that the hereinbefore mentioned meeting took place as stated, and that the plan, agreement and regulations set out in the aforegoing Articles were adopted and accepted, and that the whole plan, agreement and regulation is the act of the members hereinbefore mentioned and of these Trustees.

WITNESS my hand and official Notarial Seal.

anna & Baker

Notary Public

My.Commission Expires:

May 1, 1961.

ARTICLES OF INCORPORATION EVANGEL TEMPLE

approved and received for record by the State Department of Assessments and Taxation at 9:00 o'clock A. M. as in conformity of Maryland July 6, 1960 with law and ordered recorded.

5503

Recorded in Liber / 98 , folio 32 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit

Washington County Court of

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded February 14, 1961 at 12:12 P.M. Liber 10 Receipt No. 183725

ARTICLES OF SALE OR TRANSFER

MARVA THEATRES, INC.

Marva Theatres, Inc., a Virginia Corporation authorized to do business in the State of Maryland, and having its principal office in Maryland at 16 Jefferson Boulevard, Braddock Heights, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessment and Taxation of Maryland, that:

FIRST: The Corporation agrees to sell or transfer all or all substantially/of its property and assets located in Maryland.

SECOND: The name end post office address of the principal place of business of the Transferee is Melwood Corporation, a body corporate, whose post office address is 42 Jonathan Street,

Hagerstown, , Washington County, Maryland.

THIRD: The name and state of incorporation of each corporation party to these Articles are:

- (a) Marva Theatres, Inc., incorporated under the General Corporation Laws of the State of Virginia, on January 21, 1947 as R & W Theatres, Inc., whose name was changed to Marva Theatres, Inc. on September 1, 1948, which corporation was authorized to do business in Maryland on January 13, 1950.
- (b) Melwood Corporation, incorporated under the General Laws of the State of Maryland, on the 10th day of August, 1960.

FOURTH: The nature and amount of the consideration to be paid by the Transferee for the Maryland property and assets of the Transferor corporation are Fifty-four Thousand Dollars (\$54,000.00 in cash, a purchase money mortgage in the amount of Ninety-six Thousand Dollars (\$96,000.00), payable in designated installments over a period of ten years and the assumption of a mortgage now constituting a lien upon such property and assets held by Berlo Vending Company, a Belaware corporation, in the amount of Thirty

ROBERT E. CLAPP, Jr. ATTORNEY AT LAW PREDERICK, MARYLAND Thousand Dollars (\$30,000.00), making a total purchase price of One Hundred Eighty Thousand Bollars (\$180,000.00).

FIFTH: The county of this state in which is located the principal Maryland office of the Transferor is Frederick County and the county of this state in which is located the principal office of the Transferee is Washington County. The county of this state in which the Transferor corporation owns property, the title to which could be affected by the recording of an instrument among the land records is Washington County.

SIXTH: The Transferee is not a corporation organized under the laws of another state.

SEVENTH: The Transferee is not a non-resident of this state but is a Maryland corporation.

EIGHTH: The Transferor is not a corporation organized under the laws of this state.

NINTH: The Transferor corporation is a corporation organized under the laws of the State of Virginia and the transfer to be affected was duly advised, authorized and approved in the manner and by the vote required by the Charter of such corporation and by the laws of the state under which organized.

TENTH: The provisions deemed necessary to effect the sale or transfer are embodied in the following contract:

# ESCROW AGREEMENT

THIS ESCROW AGREEMENT made and executed this 8th day of August, 1960, by and between Marva Theatres, Inc., a body corporate of the State of Virginia, hereinafter called "Marva", Elwood W. Grimm and Mary C. Grimm, his wife, hereinafter called "Grimms", and Nicodemus National Bank, Hagerstown, Maryland, hereinafter called "Bank".

WHEREAS, Narva is the owner of a certain parcel of real estate in Washington County, State of Maryland, adjacent to U. S. Route 40

ROBERT E. CLAPP, JR. ATTORNEY AT LAW PREDERICK, MARYLAND near the Village of Mt. Lena upon which it conducts a theater known as Hiway Drive-In Theatre and being the same piece or parcel of real estate which was conveyed to Marva by Clarence A. Cosens, widower, by deed dated the 24th day of April, 1948 and recorded in Liber 246, folio 591, one of the land records of Washington County, and

WHEREAS, Grimms are interested in and contemplating the purchase thereof including, but without limitation, all land, improvements, equipment, inventory and all other items used in connection with the operation of such theater, provided Marva shall determine upon a liquidation in whole or in part and shall desire to sell the same pursuant to the adoption of a plan of liquidation, and

WHEREAS, Grimms are willing to pay for the same the sum of One Hundred Fifty Thousand Dollars (\$150,000.00) plus the assumption of a mortgage now held against such property by Berlo Vending Company, a Delaware Corporation, dated January 27, 1960 and recorded among the land records of Washington County, said mortgage being in the amount of \$30,000.00, thus making a total purchase price of One Hundred Eighty Thousand Dollars (\$180.000.00). And

WHEREAS, Grimms are willing to pay such purchase price by paying to Marva the sum of Fifty-four Thousand Dollars (\$54,000.00) which sum will be paid to Bank upon the date of the signing of this Agreement to be held by the Bank in escrow upon the term subsequently mentioned, and

WHEREAS, the Bank is willing to act as Encrow Agent under this Agreement and Marva concurs therein, and

WHEREAS, if such sale is made, the remainder of the purchase price will be secured to Marva by the assumption by Grimms of the aforesaid mortgage to Berlo Vending Company and by the execution by Grimms of a purchase money mortgage to Marva in the usual form in use in Frederick County securing the payment of Ninety-six Thousand Dollars (\$96,000.00), payable without interest, in the amount of

ROBERT E. CLAPP, JR. ATTORNEY AT LAW PREDERICK, MARYLAND Six Thousand Dollars (\$6,000.00) on April 2, 1961 and in the amount of Four Thousand Five Hundred Dollars (\$4,500.00) on the first day of July, 1961 and the sum of Four Thousand Five Hundred Dollars on the first day of each January and July thereafter until the balance is fully paid, provided that the last installment, if not sooner paid, shall be due and payable on the first day of January, 1971.

NOW, THEREFORE, THIS AGREEMENT WITNESSETH:

That for and in consideration of the premises and of the sum of One Dollar (\$1.00) by each of the parties hereto paid to the other, Marva, subject to the adoption of the aforesaid plan of liquidation, hereby agrees to sell the aforesaid property to Grimms at and for the aforesaid purchase price, settlement to be within thirty (30) days (time being of the essence) after the adoption of the aforesaid plan of liquidation and further agrees, on such settlement date, to grant and convey to Grimms a good and marketable, fee simple title to the aforesaid property free and clear of liens and encumbrances affecting the marketability except the aforesaid mortgage to Berlo Vending Company, Marva to pay for the costs of writing the deed and federal revenue stamps and Grimms to pay the costs of recording such deed, writing and recording the aforesaid mortgage Marva and all taxes and insurance to be apportioned between the parties as of such settlement date. Marva at the time of settlement agrees to have complied with the provisions of the Maryland Sales in Bulk Act.

Further as a part of the aforesaid consideration, the Bank agrees to act as Escrow Agent in this matter and upon such settlement date to pay said sum of Fifty-four Thousand Dollars (\$54,000.00) to Marva as a part of the purchase price provided, however, that if no such plan of liquidation is adopted or if Marva is unable at the time of settlement to convey to Grimms a good and marketable, fee simple title, free and clear of liens and encumbrances affecting

ROBERT E. CLAPP, JR ATTORNEY AT LAW FREDERICK, MARYLAND marketability, such sum shall be re-paid to Grimms, provided, further, that such sum shall also be re-paid to Grimms if Marva has not adopted such plan of liquidation within fifteen (15) days (time being of the essence) from the date of the signing of this Agreement.

If settlement be consummated as above set forth subsequent to August 20, 1960, Marva agrees that Grimms shall be entitled to the net profits of Marva as shown by Marva's books, from and after August 21, 1960. If settlement is consummated prior to August 20, 1960, Grimms shall be entitled to such net profits from the date of settlement.

Witness the name of Marva Theatres, Inc., by Daniel Weinberg, its President with its corporate seal duly attested by its Secretary, witness the hands and seals of Elwood W. Grimm and Mary C. Grimm, his wife, and witness the name of Nicodemus National Bank by its President with its corporate seal duly attested by its Secretary all on the day and year first above written.

(Place of Seal)

/s/ Alyce T. Weinberg Secretary

Witness:

/s/ Irving M. Einbinder Irving M. Einbinder

ATTEST:

/s/ George R. McAdams
Asst. Cashier

(Place of Seal)

MARVA THEATRES, INC.

BY: /s/ Daniel . Weinberg
Daniel . Weinberg
President

/s/ Elwood W. Grimm (SEAL)
Elwood W. Grimm

/s/ Mary C. Grimm (SEAL)
Mary C. Grimm

NICODEMUS NATIONAL BANK

BY: /s/ A. Leroy Nichols
President

ROBERT E. CLAPP, JR. ATTORNEY AT LAW FREDERICK, MARYLAND IN WITNESS WHEREOF the parties hereto have caused these presents to be sighed in their respective names and on their respective behalf by their respective Presidents and their respective corporate seals to be hereunto attested by their respective Secretaries this 18 day of August, 1960.

Tribum.

Alyce T. Weinberg Secretary MARVA THEATRES, INC.

Daniel Weinberg

President

MELWOOD CORPORATION

BY: Seroof W. Grimm

ATTEST

Hong & Dring

C. Grimm Secretary

BRATE OF MARYLAND

TO WIT:

WASHINGTON COUNTY

I hereby certify that on this / Date day of August, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared Daniel Weinberg, President of Marva Theatres, Inc., a Virginia Corporation and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Sale or Transfer to be the corporate act of said corporation; and at the same time personally appeared Alyce T. Weinberg and made oath in due form of law that she was Secretary of the meeting of the Board of Directors and of the meeting of the Stockholders of said corporation at which these Articles as herein set forth were approved;

ROBERT E. CLAPP, JR. ATTORNEY AT LAW FREDERICK, MARYLAND that said Daniel Weinberg was Chairman of such meeting as President of said corporation and that the matters and facts set forth in said Articles of Sale or Transfer are true to the best of her knowledge, information and belief.

Witness my hand and Notarial Seal the day and year first above written.

Notary Public

nengarit

STATE OF MARYLAND
WASHINGTON COUNTY

TO WIT:

I hereby certify that on this / day of August, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county aforesaid, personally appeared , President of Melwood Corporation, a Maryland Elwood W. Grimm corporation and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Sale or Transfer to be the corporate act of said corporation; and at the same time personally appeared Mary C. Grimm and made oath in due form of law that she was Secretary of the meeting of the Board of Directors and of the meeting of the Stockholders of said corporation at which these Articles as herein set forth were approved; that said Elwood W. Grimm was Chairman of such meeting as President of said corporation and that the matters and facts set forth in said Articles of Sale or Transfer are true to the best of her knowledge, information and belief.

Witness my hand and Notarial Seal the day and year first above written.

ATTORNEY AT LAW FREDERICK, MARYLAND

Notary Public

ARTICLES OF SALE

MARVA THEATRES, INC. - transferor, a Va. corp.

to

MELWOOD CORPORATION - transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland August 23, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6166

Recorded in Liber Josef, folio366, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 14.00

2.00 Certf. to Land Rec. Off. Wash. Co.

\$ 16.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded February 14, 1961 at 12:12 P.M. Liber 2000 Receipt No. 183725

### ARTICLES OF SALE

## THIS IS TO CERTIFY:

- l. That York Optical Company, Inc., a Pennsylvania corporation, Transferor, has sold unto H. Paul Ridenour and A. Alberta Ridenour, his wife, Transferees, all of said Transferor's real estate and improvements thereon being situate on the South side of West Franklin Street, in the City of Hagerstown in Washington County, State of Maryland, and being Property No. 1 in a deed from Martin V. B. Bostetter, Trustee, to the Transferor herein, the same being dated January 14, 1947, and recorded in Liber 239, folio 441, one of the Land Records of Washington County, Maryland.
- 2. That the names of the Transferees are H. Paul Ridenour and A. Alberta Ridenour, his wife, their post office address being 655 Orchard Road, Hagerstown, Maryland.
- 3. That the Transferor is York Optical Company, Inc., a corporation duly incorporated under the Laws of the State of Pennsylvania, and the Transferees are residents of the State of Maryland.
- 4. That the total purchase price for the above mentioned property is Twenty-one Thousand (\$21,000.00) Bollars, which sum has been fully paid by the Transferees to the Transferor in cash.
- 5. That the principal office of the Transferor is located in York, State of Pennsylvania, and the real estate sold as aforesaid was the only real estate owned by the Transferor in Washington County, State of Maryland.
- 6. That these Articles of Sale are drawn to comply with the provisions of Section 70, Article 23 of the Annotated Code of Maryland, 1957 Edition.
- 7. That this transfer was duly advised in the manner and by the vote required by the Charter of York Optical Company, Inc.

and by the Laws of the State of Fennsylvania.

WITNESS the corporate name of the Transferor duly signed Harry Mese, , its President, and its corporate seal hereunto affixed and duly attested by its Secretary, and the hands and seals of the Transferees, this

15th day of August , A. D., 1960.

YORK OPTICAL COMPANY, INC.

Secretary

Henry J. Kuhlman

TITNESS:

Pagel In Ge Pearl L. Gehr

Harry Ness

ransferor

(SEAL)

aul Ridenour

tus (Seduras (SEAL) A. Alberta Ridenour Transferees

STATE OF PENNSYLVANIA, YORK COUNTY, to-wit:-

I HEREBY CERTIFY, That on this 15th day of August,
A. D., 1960, before me, the subscriber, a Notary Public in and
for the State and County aforesaid, personally appeared
Harry Ness , President of York Optical Company, Inc.,
and made oath in due form of law that he was the Chairman of
the special meeting of the stockholders of York Optical Company,
Inc., at which meeting the aforegoing Articles of Sale were
approved and that the matters and facts set forth in the aforegoing Articles of Sale with respect to authorization and approval
on the part of the Transferor are true to the best of his
knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

mie MI Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:-

I HEREBY CERTIFY, That on this loth day of August, A. D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared H. Paul Ridenour and A. Alberta Ridenour, his wife, and made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Sale with respect to authorization and approval on the part of the Transferees are true to the best of their knowledge, information and belief.

ITNESS my hand and official Notarial Seal.

Pearl L. Gehr.

PROBLEM ARTICLES OF SALE

OF

OF

MERIN SAVOER OPTICAL COMPANY, INC. - transferor, a Pa. corp.

to

H. PAUL RIDENOUR & A. ALBERTA RIDENOUR - transferees, (indvdls.)

approved and received for record by the State Department of Assessments and Taxation of Maryland August 17, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6159

Recorded in Liber 2014, folio 330, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10.00

2,00 Certf. to Land Rec. Off. Wash. Co.

\$ 12,00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Moule flourty

Resorded February 14, 1961 at 12:13 P.M. Liber & Receipt No.

FAHRNEY-KEEDY MEMORIAL HOME FOR THE AGED, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of Fahrney-Keedy Memorial Home for the Aged, Inc., having its principal office in Washington County, in the Fahrney Memorial Home, now commonly called "San-Mar", near Boonsboro, Maryland, (hereinafter called the Corporation), is hereby amended by having the Certificate of Incorporation dated March 22, 1905, and Articles of Amendment approved by the State Tax Commission of Maryland, August 20, 1951, and Articles of Amendment approved by the State Tax Commission of Maryland, February 13, 1953, in the following manner: by adding two paragraphs to "(2)" Section of the Amendment approved in 1953, to be known as "(g)" and "(h)", as follows:

- (g) The purposes for which this Corporation is formed are purely benevolent, charitable, educational and religious, and not for financial gain, and no part of any net earnings of the corporation shall enure to the benefit of any private shareholder or individual, nor any other person or institution in the conduct of the same, but any receipts of this corporation shall be applied by the directors to carry out the purpose of its organization and operation, as they in their judgment may deem wise. It is organized to acquire or erect, and to equip, conduct and maintain on the broadest humanitarian principles a convalescent home or a hospital or hospitals, to care for the aged, sick or the injured, and erect and conduct other institutions as may be necessary or desirable to carry out all of said purposes.
- (h) In the event of liquidation or dissolution at any time of this corporation, its assets shall be distributed to one or more corporations exempt by the Federal Government from income taxes, or distributed to a State or Local Government for a public purpose, or be distributed by a court to another organization to be

used in such manner as in the judgment of the court will best accomplish the general purposes for which the dissolved corporation was organized. In no event shall any of its assets be distributed to any of the members of said corporation.

SECOND: The Board of Trustees of the corporation, at a meeting duly convened and held on the 13th day of July, 1960, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the members of the corporation to be held on July 13, 1960, pursuant to waiver of notice.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment of the charter and stating that a purpose of the meeting of members would be held to take action thereon, was given as required by law, to all members of the association entitled to vote thereon; and like notice was given to other members of the association not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the corporation as hereinabove set forth was approved by the members of the corporation at said meeting by the affirmative vote of more than two-thirds of the members.

FIFTH: The amendment of the charter of the corporation as hereinabove set forth has been duly advised by the Board of Trustees and approved by the members of the corporation.

IN WITNESS WHEREOF, Fahrney-Keedy Memorial Home For The Aged, Inc. has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on this 14th day

of July, 1960.

TEST AS TO CORP. SEAL: FAHRNEY-KEEDY MEMORIAL HOME FOR THE AGED, INC.

President

STATE OF MARYLAND, COUNTY OF CARROLL, to-wit:

I HEREBY CERTIFY, That on this 14th day of July, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Carroll, personally appeared K. R. Hollinger, President of the Board of Trustees of the Fahrney-Keedy Memorial Home for the Aged, Inc., a Maryland corporation, and in the name of and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation.

WITNESS my hand and Notarial Seal the day and year last above written.

Khilip & Wangler & Notary Publich

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 14th day of July, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Albert M. Long, who duly declared and affirmed in due form of law that he was Secretary of the meeting of the members of the Corporation at which the Amendments of the Charter of the Corporation set forth in said Articles of Amendment were adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

Notary Public

C. MERLIN STATE OF AMENDMENT

OF RECEIPTING TOWN OF THE AGED, INC.

CHARLES OF AMENDMENT

OF THE AGED, INC.

CHARLES OF AMENDMENT

OF THE AGED, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 1, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5902

Recorded in Liber 7.20/, folio 574, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Monden Albanto

Recorded February 14, 1961 at 12:13 P.M. Liber 16 ReceiptNo. 183725, Liber 10

ARTICLES OF INCORPORATION

OF

THE ALEXANDER HOTEL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Shelby J. Crawford, whose postoffice address is Route 1, Fairplay, Maryland; Irvine H. Rutledge, whose postoffice address is 646 Orchard Road, Hagerstown, Maryland; and Betty M. Baker, whose postoffice address is Route 3, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the Corporation) is

THE ALEXANDER HOTEL, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To purchase, lease, or otherwise acquire, for cash or on terms of credit, real estate in the City of Hagerstewn, or elsewhere; to erect thereon hotels or other buildings, and to sell, lease, or otherwise dispose of same; to own, lease, and operate in the City of Hagerstown and elsewhere one or more hotels, and all adjuncts and accessories thereto, including restaurants, barrooms, barbershops, baths, news and cigar stores, roof gardens, and to furnish amusements therefor; to do and perform any and all things for the pleasure, comfort, convenience, and amusement of guests in said hotels; to promote immigration and travel to the City of Hagerstown; to own the stocks and bonds of other corporations and particularly of corporations engaged in buying, selling,

and leasing real estate and hotels and in operating same; and generally to do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade-names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and other-

wise turn to account, the same.

- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures,

notes or other obligations of any mature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned,

or to limit or restrict any of the powers of the Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Hancock, Maryland. The name and postoffice address for the resident agent of the Corporation in this State are R. Samuel Dillon, Jr., Hancock, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Twenty-Five Thousand (25,000) shares of the par value of Ten (\$10.00) Dollars per share, all of which shares are of one class and are designated common stock, and having an aggregate par value of Two Hundred Fifty Thousand (\$250,000.00) Dollars.

SIXTH: The number of directors of the corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are John M. Colton, R. Samuel Dillon, Jr., Austin W. Howard and David W. Byron.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

 The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the formula day of august, A.D., 1960.

WITNESS:

Mary Bishop

Shelly J. Crawford (SEA)

Tryine H. Rutledge

Betty M. Baker (SEAL

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this day of Cauga A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Shelby J. Crawford, Irvine H. Rutledge and Betty M. Baker, and severally acknowledged the foregoing Articles of Incorporation to be their

WITNESS my hand and Official Notarial Seal.

Comm. Exp. 5/1/6/

Mary Broking



ARTICLES OF INCORPORATION

OF

THE ALEXANDER HOTEL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 9, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6075

Recorded in Liber 203, folio 522, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 50.00 Recording fee paid \$ 12.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, bus been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles Markey

Recorded February 14, 1961 at 12:13 P.M. Liber 70, Receipt No. 183725

## ARTICLES OF INCORPORATION

OF

THE NEW TROY LAUNDRY & DRY CLEANING COMPANY

# THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Merle S. Elliott, whose post office address is Hagerstown, Maryland, Edwin H. Miller, whose post office address is Hagerstown, Maryland, and David K. Poole, Jr., whose post office address is Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is "THE NEW TROY LAUNDRY & DRY
CLEANING COMPANY

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- (a) To clean, press, renovate, repair, dye, finish, and otherwise service fabrics and wearing apparel of all kinds, and in general to engage in the cleaning and dyeing business in all of its phases, and to manufacture, produce, buy, hold, sell, and deal in all materials, equipment, and personal property appurtenant or incident to and useful in the cleaning and dyeing business.
- (b) To engage in, operate, conduct, and maintain the business of manufacturing, buying, selling, importing, exporting, or otherwise dealing in, in wholesale or retail quantities, clothing of all kinds for men, women, and children, haberdashery, drygoods, uniforms, clothing accessories, trimmings, millinery goods, and the like, and all supplies, materials, findings, tools, machines, appliances, and apparatus employed in or related to the manufacture of such wares.
  - (c) To engage in the laundering, dry cleaning, and

renovating of wearing apparel, clothes, and fabrics of any kind for hire, and all business incidental thereto.

- (d) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.
- (e) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation, or otherwise.
- (f) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States, or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.
- (g) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland, or any other State in which the Corporation carries on business. The said Corporation shall enjoy and exercise all the powers and rights conferred by the Statute upon the Corporation and the enumeration of the specific powers

in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred by law.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located in Hagerstown, Maryland. The resident agent of the Corporation is Edwin H. Miller, whose post office address is 206 Second National Bank Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have at least five (5) directors and not more than ten (10), and Merle S. Elliott, Edwin H. Miller, David K. Poole, Jr., Aline S. Miller and Sondra A. Elliott shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar each.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, of such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.
- (b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions if any, as may be set forth in the by-laws of the Corporation.

(c) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this // day of August, 1960.

WITNESS:

Marie S. Elizati

(SEAL)

Muruf Muller Edwin H. Miller

(SEAL)

(Cline R. Shupp.

David K. Poole, Jr

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

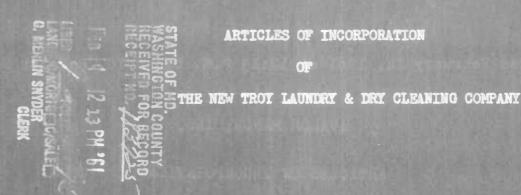
I HEREBY CERTIFY, That on this // day of August, 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Merle S. Elliott, Edwin H. Miller and David K. Poole, Jr., and each acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal the day and year last above written.

Notary Public

My comm. exp. 5/1/61

the Thoy Laundry and Dry Cleaning Company



approved and received for record by the State Department of Assessments and Taxation August 12, 1960 at 9:00 o'clock A.M. as in conformity of Maryland with law and ordered recorded.

6078

Recorded in Liber 203, folio 344, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charle Mari

Recorded February 14, 1961 at 12:13 P.M. Liber 10, Receipt No. 183725

AVALON MANOR, INC.

# ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Harold N. Taylor, whose postoffice address is 1877 Fountain Head Road, Hagerstown, Maryland, Selma H. Taylor, whose postoffice address is 1877 Fountain Head Road, Hagerstown, Maryland, and Paul L. Smith, whose postoffice address is 900 Jefferson Boulevard, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is

AVALON MANOR, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on or promoted by it are as follows:

- (a) To establish, maintain, conduct, manage, and operate a convalescent and nursing home or homes for the care and treatment of elderly persons or persons recuperating from operations or temporary illnesses.
- (b) To acquire by purchase, exchange, lease, hire, gift or otherwise and to hold, own, improve, develop, manage, operate, let as lessor, lease as lessee, sell, grant, convey, or encumber by mortgage

or deed of trust or otherwise deal in, utilize, or dispose of real and personal property of every kind and description.

- (c) To apply for, obtain, register, purchase, lease, or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade-marks, trade names, brands, labels, patent rights, letters patent of the United States or of any other country or government, inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.
- (d) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of capital stock, bonds, debentures, accounts receivable, mortgages or other evidences of indebtedness of any individual or any corporation, domestic or foreign, and while the holder thereof to exercise all the rights and privileges of ownership including the right to vote thereon and to issue in exchange therefor its own stock, bonds and other obligations, and to aid in any manner any corporation whose stock, bonds, or other obligations are held by this Corporation, and to do any other lawful acts or things and to carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects or any of them or to facilitate it

in the transaction of the aforesaid business or any part thereof.

- (e) To acquire by purchase, lease, or otherwise property rights, business, good will, franchises, and assets of every kind of any corporation, association, partnership, firm or individual carrying on in whole or in part the aforementioned types of businesses or any other business in whole or in part that the Corporation may be authorized by law to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property rights, businesses, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation or otherwise.
- (f) To borrow or raise money for any of the purposes of the Corporation.
- and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is Route No. 6, Hagerstown, Maryland. The Resident Agent of the Corporation is Harold N. Taylor

whose postoffice address is 1877 Fountain Head Road,
Hagerstown, Maryland. Said Resident Agent is a citizen
of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares without par value all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have three Directors and Harold N. Taylor, Selma H. Taylor, and Abe Strickler shall act as such until the first annual meeting of stockholders or until their successors are duly chosen and qualified. The number of Directors may be changed from time to time in such lawful manner as the By-laws of the Corporation may from time to time provide, but the number thereof shall never be less than three.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and stockholders:

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its capital stock whether now or hereafter authorized for such consideration or considerations as the Board of Directors may deem advisable irrespective of the value or amount of such consideration or considerations, but subject to such limitations and restrictions, if any, as may be set

forth in the By-laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of .
Incorporation on the 5th day of August, A.D., 1960.

WITNESS

Pearl L. Gehr

Pearl L. Gehr

As to Selme H. Taylor

Pearl L. Gehr

Paul L. Smith

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 5th day of August,
A.D., 1960, before me, the subscriber, a Notary Public of the
State and County aforesaid, personally appeared Harold N.
Taylor, Selma H. Taylor, and Paul L. Smith and each
acknowledged the aforegoing Articles of Incorporation to be
their respective act.

WITNESS my hand and Official Notarial Seal.

Pearl L. Gehr,
Notary Public



OF

AVALON MANOR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 5992

Recorded in Liber \_\_\_\_\_\_\_, folio \_\_\_\_\_\_, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded February 14, 1961 at 12:13 P.M. Liber 10, Receipt No. 183725

ANTIETAM HOTEL CORPORATION

ARTICLES OF DISSOLUTION

Antietam Hotel Corporation, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND. The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland, is 1209 Calvert Building, Baltimore, Maryland

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up are H. Vernon Eney, 1209 Calvert Building, Baltimore, Maryland.

Said resident agent is an

individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

Name

R. Samuel Dillon, Jr.

John M. Colton

Austin W. Howard

David W. Byron

Post Office Address

Hancock, Maryland

111 West Washington St. Hagerstown, Maryland

116 West Washington St. Hagerstown, Maryland

Hagerstown Trust Bldg. Hagerstown, Maryland

FIFTH: The name, title and post office address of each of the officers of the Corporation are as follows: Name Title

R. Samuel Dillon, Jr.

President

Hancock, Maryland

Post Office Address

Austin W. Howard

Secretary-Treasurer

116 W. Washington Hagerstown, Md.

SIXTH: The dissolution of the Corporation was duly advised by the board of directors at a meeting held August 17, 1960.

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all the stockholders of the Corporation, such consent is filed with the records of the Corporation, and the dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockhalders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (L. 1951, ch. 135)

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 160 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of

the Corporation is to be effected, namely:

Hugh K. Troxell, Tax Collector for Washington County
W. H. Burhans, Sr., Tax Collector for the City of
Hagerstown, Maryland

IN WITNESS WHEREOF, these Articles of Dissolution are signed in the name and on behalf of Antietam Hotel Corporation by its President and its corporate seal to be hereto affixed and attested by its secretary on the 18th day of August, 1960.

ANTIETAM HOTEL CORPORATION

ATTEST:

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R. Samuel Dillon, Jr., President

Secretary

Austin W. Howard

TE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this day of August, A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Samuel Dillon, Jr., President of Antietam Hotel Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Austin W. Howard and made oath in due form of law that he was secretary of the meeting of the Board of Directors of the corporation at which the dissolution of the corporation therein set forth was approved, and that the matters and facts set forth immediate, information and belief.

WITNESS my hand and Official Notarial Seal.

1 million Exp. 5/1/61

Mary Bully Mary Bishop Hugh K. Troxell
TREASURER
OF
WASHINGTON COUNTY, MD.
Hagerstown, Maryland
August 16, 1960

RE: DISSOLUTION OF THE ANTIETAM HOTEL CORPORATION

I, Hugh K. Troxell, Treasurer for Washington County, State of Maryland, hereby certify that all taxes levied on assessments made by the State Tax Commission of Maryland, now known as State Department of Assessments and Taxation, and billed by and payable to me by The Antietam Hotel Corporation, have been paid to and including the year 1960, except any such taxes which may have been barred by Section 212 of Article 81 or otherwise.

Witness my hand and seal this 16th day of August, 1960.

Treasurer for Washington County,



# CITY OF HAGERSTOWN MARYLAND

DEPARTMENT OF REVENUE & FINANCE
W. H. BURHANS, SR.
TAX COLLECTOR & TREASURER

August 16, 1960

THIS IS TO CERTIFY, That all taxes and charges due to the CITY OF HAGERSTOWN and payable by THE ANTIETAM HOTEL CORPORATION, as of the date hereof, including all taxes and charges due for the calendar year 1960 have been paid.

WITNESS the name of THE CITY OF HAGERSTOWN, Department of Revenue and Finance hereunte subscribed by W. H. Burhans, Sr., its Tax Collector and Treasurer, this 16th day of August, A. D. 1960.

THE CITY OF HAGERSTOWN DEPARTMENT OF REVENUE AND FINANCE

W. M. Burhamsh

W. H. Burhans, Sr. Tax Collector & Treasurer

WHB, Sr/fc



STATE OF MARYLAND

## COMPTROLLER OF THE TREASURY

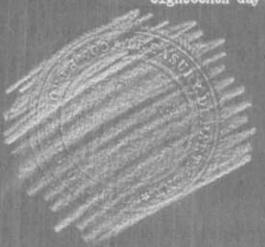
STATE TREASURY BUILDING ANNAPOLIS. MARYLAND

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

THE ANTIETAM HOTEL CORPORATION

have been paid.

WITNESS my hand and official seal this eighteenth day of August A. D. 1960.



Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the ANTIETAM HOTEL CORPORATION

were received for record on August 18, 1960 , 19 , in accordance with the provisions of Sec. 77 of Art. 23 of the Code (1957 Edition).

Albert W. Ward
Director



ARTICLES OF DISSOLUTION

OF

ANTIETAM HOTEL CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland August 18, 1960 at 4:00 o'clock P. M. as in conformity with law and ordered recorded.

A 6135

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Special Fee

Blocks/Ask paid \$ 10.00 Recording fee paid \$ 12.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

THE RATTLE RUN HUNTING CLUB, Inc.

# ARTICLES OF AMENDMENT. (under section 11 & 12)

THE RATTLE RUN HUNTING CLUB, Inc., a Maryland corporation, having its principal office in Washington County, Maryland, (hereafter called the Corporation ) hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Section 4 of the Articles of Incorporation and inserting in lieu thereof the following,

4. The amount of capital stock of the Corporation shall be One Hundred Thousand Dollars (\$100,000.00) divided into Ten Thousand (10,000) shares of common stock of the par value of Ten Dollars (\$10.00) each.

second: The Board of Directors of the Corporation, at a meeting duly convened and held on July 5th. 1960 adopted a resolution in which was set forth the goregoing amendment to the charter, declaring that said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the corporation to be held on July 19th. 1960.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of 2/3rds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorised, and the number and par value of the shares of each class are as follows:

2,000 shares of common stock of the par value of \$10.00 each.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class are as follows:

10,000 shares of common stock of the par value of \$10.00 each.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, The Rattle Run Hunting Club, Inc. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested to by its Secretary on this 4th day of August A.D. 1960.

ATTESTS

By Clement M. M. thew

My tm Eidelberger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

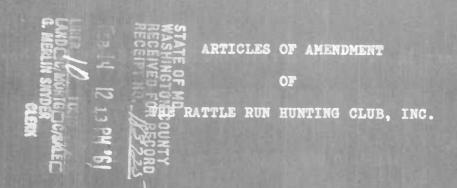
I HEREBY CERTIFY, that on this 4 day of August A.D. 1960, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared Clement M.

Rohrer , President of The Rattle Run Hunting Club, Inc., a Maryland Corporation, and in the name and on the behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Albert M. Eichelberger and made cath in due form of law that he was Secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITHESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires: 5/1/1961



approved and received for record by the State Department of Assessments and Taxation of Maryland August 8, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6006

Recorded in Liber 298, folio, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded February 14, 1961 at 12:13 P.M. Liber 10 Receipt No. 183725

ARTICLES OF INCORPORATION

OF

#### MELWOOD CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Flwood W. Grimm whose postpffice address is Route #2, Smithsburg, Maryland, Mary C. Grimm,
whose postoffice address is Route #2 Smithsburg, Maryland, and
Irving M. Finbinder whose postoffice address is 42 Jonathan Street,
Hagerstown, Maryland, all being at least twenty-one years of age,
do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate curselves
with the intention of forming a corporation by the execution and
filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

## MELWOOD CORPORATION

THIRD: the purposes for which the Corporation is formed are as follows:

- (a) To engage in the operation and maintenance of open-elr drive-in motion picture theater business and to engage in the nurchasing and lessing of motion picture rights and films and sound equipment necessary therefor, together with the purchasing, acquiring, or lessing of radio and television rights and privileges incident to the necessary conduct and maintenance of said motion picture theater business; to purchase, acquire, and import foodstuffs, liquid beverages, and confections, and all things necessary and convenient to the operation, conduct, and maintenance of said motion picture theater business; to engage representatives, agents, servants, and employees for the purpose of conducting and maintaining said motion picture drive-in theater and motion picture business and to do all things incidental thereto.
  - (b) To merchandise, sell, offer for sule, and distribute at

wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.

- (c) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (e) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general azents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securitles of the Corporation or otherwise.
- (g) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

- (h) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock se held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (1) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (j) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal,

including contracts rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (k) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (1) To carry out all or any part of the sforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

rought: The postoffice address of the principal office of the Corporation in this State is h2 Jonathan Street, Hagerstown, Maryland. The resident agent of the Corporation is Irving M. Einbinder, whose postoffice address is h2 Jonathan Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Eleven (11) shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have three (3) directors and Elwood W. Grimm, Mary C. Grimm and Inving M. Einbinder shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and resulating the powers of the Corporation and of the directors and stockholders:

- empowered to authorize the issuance from time to time of shares of its stock, and securities convertible into shares of its stock for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corneration.
- (b) No contract or other transaction between this Corporation and any other corporation and no act. of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be recuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to sutherize any such contract or transaction, with

- (c) The Board of Directors shall have power, from time to capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid any of such surplus or net profits. The Board of Directors may in
- authori ed by law..
- (e) The Board of Directors shall have power to declare and authorize the payment of stock dividends and shall have authority to exercise, without a vote of atockholders, all powers of the purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated

Irving M. Einbinder, being all the incorporators herein above named have hereunto set our respective hands and seals this 9 of day of

TIMESS: (SHAL)

Ilvies Hollow

SEAL)

before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Mashington, personally appeared ELWOOD W. GRIMM, MARY C. GRIMM and IRVING M. EINBINDER, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Noteriel Seel, the day and year last above written.

Gloria Hollar

My Commission Expires May 1, 1967



ARTICLES OF INCORPORATION

OF

MELWOOD CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland August 10, 1960 at 2:45 o'clock P.M. as in conformity with law and ordered recorded.

**A** 6036

Recorded in Liber 203, folio 299, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20,00 Recording fee paid \$ 11,00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles of Charles

Recorded February 14, 1961 at 12:13 P.M. Liber 10, Receipt No. 183725

#### ARTICLES OF INCORPORATION

010

#### HOM-DEL COPPORATION

#### THIS IS TO CERTIFY:

FIRST: That we, the subscribers Merle S. Elliott whose postoffice address is Route #3, Hagerstown, Maryland, Betty Joanne
Snyder, whose postoffice address is Route #1, Williamsport, Maryland, and Irving M. Einbinder whose postoffice address is h2
Jonathan Street, Hagerstown, Maryland, all being at least twentyone years of age, do under and by virtue of the General Laws of
the State of Haryland authorizing the formation of corporations,
associate ourselves with the intention of forming a corporation by
the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

### HOM-IEL CORPORATION

THIRD: The purposes for which the Corporation is formed are

- bution, at both sholesale and retail, of ice cream, ice cream novelties, ices, and other dairy products; to own or otherwise acquire, by deed, purchase, or otherwise, the necessary property, buildings, machinery, and other equipment necessary or incidental to the business, and for the carrying out of the purpose of the corporation.
- (b) To carry on all or any of the businesses of ica makers, ice manufacturers, ice dealers, refrigerating storekeepers, and makers, manufacturers, importors, merchants, and dealers of and in freezing and refrigerating agents, mixtures, and mediums of all descriptions, both natural and artificial; to buy, sell, or let out to hire, and deal in ins-making machines, and refrigerating

machines, chambers, apparatus, implements, and appliances of all kinds and descriptions.

- (c) To purchase, acquire, apply for, secure, hold, or own any and all copyrights, trade marks, trade names, and distinctive marks; and to license, lease, or authorize the use thereof by other persons, firms, or corporations.
- (d) To engage in the business of manufacturing and selling frozen creamery products and frozen foods or confections; and to manufacture, buy, sell, and generally deal in refrigerating and freezing machinery and equipment for the manufacture and distribution of frozen creamery products and frozen foods or confections
- (e) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products suitable for public consumption.
- (f) To conduct a loan or brokerage business of financing; to discount trade acceptances and finance automobiles, trucks, refrigeration equipment, food or food products; to discount agreements made by dealers in purchase or sale of any of the aforementioned products; to purchase, finance, or discount commercial paper; to purchase or otherwise acquire open accounts receivable, notes, drafts, and acceptances from distributors, manufacturers and jobbers, and the installment lien obligations, covering any and all sales on any merchandise or other commodities; to purchase, loan upon, acquire, or otherwise sell and dispose of any and all installment lien obligation, or indebtedness incurred or to be incurred by any written instruments, and to guarantee, pledge, borrow, or raise money for any such investment in any way and to do such other financing as may be for the wellfare of the corporation.
- (g) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or

dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

- (h) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (1) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of atock, bonds, or other securities of the Corporation or otherwise.
- (k) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (1) To purchase or otherwise acquire, hold and relsaus shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or

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association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (m) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, dependings, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (n) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof end of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter sequired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (c) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for

its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(p) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherence, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Mathies Building, 6 Fublic Square, Regerstown, Maryland. The resident agent of the Corporation is Marle S. Elliott, whose postoffice address is Mathies Building, 6 Fublic Square, Hagerstown, Maryland. Said resident agent is a fitizen of the State of Maryland and actually resides thereto.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have seven (7) directors and

Merle 5. Elliott, Betty Joanne Snyder and Irving M. Einbinder shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- empowered to authorize the issuance from time to time of shares of its stock, and securities convertible into shares of its stock for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working

capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or nat profits. The Board of Directors may in its descretion use and apply any of such surplus or net profits in purchasing or sequiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as

- (d) The Corporation reserves the right to make from time to time any emendments of its charter which may now or hereafter be authorized by law.
- (e) The Board of Directors shall have nower to declare and authorize the payment of stock dividends and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITHESS WHEREOF, we, Merle S. Elliott, Betty Joanne Snyder and Irving M. Einbinder, being all the incorporators herein above named have hereunto set our respective hands and seals this first day of Argust, 1960.

Ale STEILIOTT (SEAL

SPANNES.

Betty Jonne Snyder (SHAL

Boyty Joanne Sny

\_(SHAL

Ellow Hollan

Irving M. Finbinder

STATE OF MARVIAND, WASHINGTON COUNTY, to-sit.

I HEHEBY CERTIFY, that on this /of day of august, 1960,

before me, the subscriber, a Notary Public of the State of Maryland, acknowledged the aforegoing Articles of Incorporation to be their

Lilonia Hollar Gloria Hollar Notary Public My Commission Expires May 1, 1961



approved and received for record by the State Department of Assessments and Taxation of Maryland August 3, 1960 at 9:45 o'clock A. M. as in conformity with law and ordered recorded.

5937

Recorded in Liber 202 , folio 40 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20,00 Recording fee paid \$ 16.00

has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

Recorded March 8, 1961 at 12:11 P.M. Liber 10 Receipt No. 184242

ARTICLES OF INCORPORATION

OF

EAKLE'S DRUG STORE, INC.

FIRST: WE, THE UNDERSIGNED, M. PERRY PORTERFIELD, WHOSE POST OFFICE ADDRESS IS 1318 VIRGINIA AVENUE, HAGERETOWN, MARYLAND, CYRUS F. JONES, WHOSE POST OFFICE ADDRESS IS 840 THE TERRACE NORTH, HAGERSTOWN, MARYLAND, AND MYRTLE T. PORTERFIELD, WHOSE POST OFFICE ADDRESS IS 1318 VIRGINIA AVENUE, HAGERSTOWN, MARYLAND, EACH BEING AT LEAST TWENTY-ONE YEARS OF AGE, DO HEREDY ASSOCIATE OURSELVES AS INCORPORATORS WITH THE INTENTION OF FORMING A CORPORATION UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE CORPORATION) IS:

EAKLE'S DRUG STORE, INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

To purchase and acquire the good will, stock and dusiness now carried on and conducted by M. Perry Porter-Field, T/A Eakle's Drug Store, and to carry on and conduct a general wholesale and retail drug business, including also a restaurant, ice cream and soda fountain business; to manufacture, buy, sell, import, export, trade, and deal in drugs, medicines, proprietary articles, druggists' sundries; chemicals, extracts, tinctures, pomades, ointments, lini-ments, toilet articles, perfumeries, surgical apparatus.

PHYSICIANS' AND HOSPITAL SUPPLIES, COSHETICS, GLASSWARE,

FANCY GOODS AND GENERAL HERCHANDISE APPERTAINING AND RE
LATING TO THE DRUG STORE BUSINESS, AND TO DO AND TRANSACT

EVERYTHING NECESSARY, PROPER, AND DENEFICIAL IN CARRYING

OUT ANY OF THE FOREGOING NAMED ODJECTS, AND ALSO TO:

PURCHASE, SELL, LEASE, RENT, MIRE AND HYPOTHECATE REAL

ESTATE AND TO MAKE ASSIGNMENTS OF LEASES AND CONTRACTS AND

TO TRANSFER AND ASSIGN LEASES AND CONTRACTS WHEN AND WHERE

NECESSARY AND INCIDENT TO THE BUSINESS.

THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS
AND DUSINESS OF THE CORPORATION IS HADE IN FURTHERANCE, AND
NOT IN LIMITATION, OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED, BY THE HENTION OF ANY
PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY HANNER TO
LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE,
OBJECT OR BUSINESS HENTIONED, OR TO LIMIT OR RESTRICT ANY
OF THE POWERS OF THE CORPORATION. THE CORPORATION IS
FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS MEREIN
EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE
GENERAL LAWS OF THIS STATE.

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 925 PENNSYLVANIA AVENUE, HAGERSTOWN, MARYLAND. THE NAME AND ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN THIS STATE ARE CYRUS F. Jones, 840 The Terrace North, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: THE TOTAL AMOUNT OF THE AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS ONE HUNDRED THOUSAND (100,000) SHARES OF THE PAR VALUE OF ONE (\$1.00) DOLLAR PER SHARE, ALL OF WHICH SHARES ARE COMMON STOCK AND HAVING AN AGGREGATE PAR VALUE OF ONE HUNDRED THOUSAND (\$100,000) DOLLARS.

SIXTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE THREE (3), WHICH NUMBER MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE; AND THE NAMES OF THE DIRECTORS WHO SHALL ACT UNTIL THE FIRST ANNUAL MEETING OR UNTIL THEIR SUCCESSORS ARE DULY CHOSEN AND QUALIFY ARE M. PERRY PORTERFIELD, CYRUS F. JONES, AND MYRTLE T. PORTERFIELD.

SEVENTH: THE FOLLOWING PROVISION IS HEREBY ABOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCKHOLDERS:

(1) THE BOARD OF DIRECTORS OF THE CORPORATION IS
HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO
TIME OF SHARES OF ITS STOCK, WHETHER NOW OR HEREAFTER
AUTHORIZED, OR SECURITIES CONVERTIBLE INTO SHARES OF ITS
STOCK OF ANY CLASS OR CLASSES, WHETHER NOW OR HEREAFTER
AUTHORIZED; FOR SUCH CONSIDERATIONS AS SAID BOARD OF
DIRECTORS MAY DEEM ADVISABLE, SUBJECT TO SUCH LIMITATIONS
AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BYLAWS OF THE CORPORATION.

EIGHTH: THE BURATION OF THE CORPORATION SHALL BE PERPETUAL.

NINTH: THE CORPORATION MAY ENTER INTO CONTRACTS OR

TRANSACT BUSINESS WITH ONE OR HORE OF ITS DIRECTORS OR WITH ANY FIRM OF WHICH ONE OR MORE OF ITS DIRECTORS ARE MEMBERS, OR WITH ANY CORPORATION OR ASSOCIATION IN WHICH ONE OR HORE OF ITS DIRECTORS ARE STOCKHOLDERS, DIRECTORS OR OFFICERS, AND SUCH CONTRACT OR TRANSACTION SHALL NOT DE INVALIDATED OR IN ANYWISE AFFECTED DY THE FACT THAT ANY SUCH DIRECTOR OR DIRECTORS HIGHT HAVE INTERESTS THEREIN WHICH ARE OR HIGHT BE ADVERSE TO THE INTERESTS OF THIS CORPORATION, EVEN THOUGH THE VOTE OF THE DIRECTOR OR DIRECTORS HAVING SUCH ADVERSE INTERESTS SHALL HAVE DEEN NECESSARY TO OBLIGATE THIS CORPORATION UPON SUCH CONTRACT OR TRANSACTION; AND NO DIRECTOR OR DIRECTORS HAVING SUCH ADVERSE INTEREST SHALL DE LIABLE TO THIS CORPORATION OR TO ANY STOCKHOLDER OR CREDITOR THEREOF, OR TO ANY OTHER PERSON, FOR ANY LOSS INCURRED BY IT UNDER OR BY REASON OF ANY SUCH CONTRACT OR TRANSACTION; NOR SHALL ANY SUCH DIRECTOR OR DIRECTORS BE ACCOUNTABLE FOR ANY GAINS OR PROFITS REALIZED THEREON; ALWAYS PROVIDED, HOWEVER, THAT SUCH CONTRACT OR TRANSACTION SHALL, AT THE TIME IT WAS ENTERED INTO, HAVE DEEN A REASONABLE ONE TO HAVE BEEN ENTERED INTO AND SHALL HAVE BEEN UPON TERMS THAT AT THE TIME WERE FAIR, AND PROVIDED THAT THE FACT THAT SUCH DIRECTOR OR DIRECTORS ARE SO INTERESTED SHALL HAVE DEEN DISCLOSED TO THE BOARD OF DIRECTORS OR SHALL HAVE DEEN KNOWN TO A MAJORITY OF THE BOARD OF DIRECTORS.

TENTH: THE AFFIRMATIVE VOTE OF THE STOCKHOLDERS
HOLDING ALL OF THE ISSUED AND OUTSTANDING SHARES SHALL BE
NECESSARY TO CONSTITUTE A QUORUM AT ANY STOCKHOLDERS'
MEETING AND TO PASS ANY RESOLUTION OR TO TAKE ANY ACTION
REQUIRING THE VOTE OF STOCKHOLDERS.

IN WITNESS WHEREOF, WE HAVE SIGHED THESE ARTICLES OF INCORPORATION ON THE 14 DAY OF September, A.D., 1960.

M. Perry Polesfield

WITNESS:

James Dim

Como Dones

Martle T. Partir field

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 14 DAY OF

Laptander, A.D., 1960, BEFORE HE, THE SUBSCRIBER, A NOTARY

PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSON
ALLY APPEARED M. PERRY PORTERFIELD, CYRUS F. JONES AND

MYRTLE T. PORTERFIELD, AND SEVERALLY ACKNOWLEDGED THE

FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Bob But Crease

MY CONNISSION EXPIRES: Wo 1.1961

## ARTICLES OF INCORPORATION

EAKLE'S DRUG STORE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 16, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

**A** 6498

Recorded in Liber, , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

THE SHUPING MANUFACTURING COMPANY, INC

year array wally have

The Shuping Manufacturing Company, Inc., having its principal office in Washington County, Maryland, hereinafter called the corporation, hereby certifies to the State Department of Assessment and Taxation, that:

FIRST: The charter of the corporation is hereby amended by striking out Article SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the corporation (which is hereinafter called the Corporation) is

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED."

SECOND: The charter of the corporation is hereby further amended by striking out Article SIXTH of the Articles of Incorporation and inserting in lieu thereof, the following:

"SIXTH: The total amount of authorized capital stock of the corporation is forty thousand (40,000.00) dollars, consisting of four hundred thousand (400,000) shares of common stock of the par value of ten (0.10) cents per share, which common stock shall be divided into two classes to be known as Class A Common Stock and Class B Common Stock consisting of three hundred thousand (300,000) shares of Class A Common Stock and one hundred thousand (100,000) shares of Class B Common Stock and one hundred thousand (100,000) shares of Class B Common Stock and participate equally in the earnings of the Corporation according to the number of shares of common stock respectively held by them.

"The Class B Common Stock shall be vested with exclusive voting power for the election of Directors and for all other purposes except as may be otherwise provided by law; each holder of Class B Common Stock shall have one vote for each share so held; the Class A Common Stock shall have no voting power nor be entitled to receive notice of meetings of the Stockholders of the Corporation except meetings at which action is to be taken which is required by law that the owners of Class A Common Stock

Shall be entitled to vote, provided, however, in the event the Corporation shall fail to may, within thirty-six (36) months of the filing of these Articles of Amendment with the Department of Taxation and Assessment of the State of Maryland, dividends equal to six percent per annum of the net book value of each share of stock of the Corporation that is issued and outstanding, the owners of the Class A Common Stock shall, upon that occurance and upon and upon an affirmative vote of two-thirds majority of all Class A Common Stock Stockholders have equal voting rights with the holders of the Class B Common stock; and the total amount of Common Stock now issued, which consists of three thousand, one hundred and twenty-five (3,125) shares shall be exchanged for Class B Common Stock on the basis of three and one-third shares of Class B Common Stock for each one share of Cepital Stock of the Corporation heretofore issued and outstanding."

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held on July 20th, 1960, adopted a resolution declaring that the amendment of the charter was advisable and
directing that it be submitted for action thereon at a special
meeting of the stockholders of the corporation to be held on

by the Board of Directors of the corporation, notice of which was waived by all of the stockholders, was held at Boom 502 Second National Bank Building, Hagerstown, Maryland, on the 15th day of August, A.D., 1960, and at which meeting the stockholders of the corporation by the unanimous affirmative vote of all of the shares of stock of the corporation outstanding and entitled to vote approved and adopted the Amendment of the charter of the corporation hereinabove set forth.

FIFTH: The amendment of the charter of the corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the corporation.

SIXTH: A. The total number of all Classes of stock of the

- C. A description of each class of stock of the corporation ights of each class of the authorized capital stock as increased

Warren A. Shuping, President

ARTICLES OF AMENDMENT

THE SHUPING MANUFACTURING COMPANY, SINC

changing its name to

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

6443

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

ARTICLES OF INCORPORATION

# ROBERT'S ENGINEERING CORPORATION

THIS IS TO CERTIFY.

FIRST: That we, the subscribers, Betty Joanne Snyder, whose postoffice address is Route # 1, Villiamsport, Maryland, Helen F. Koontz, whose postoffice address is 445 West Washington Street, Hagerstown, Maryland, and Irving M. Einbinder, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland, all being at least twenty-one years of ege, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, essociate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinsfter called the "Corporation") is:

# ROBERT'S ENGINEERING CORPORATION

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in a general engineering business and in the general practice of engineering in all its branches, and in that capacity to make, conduct, and supervise research, surveys, and investigations into all matters and things in the fields of science and technology.
- (b) To engage in the buying, selling, manufecturing, installation and repair of plumbing and heating supplies of every kind, nature and description.
- (c) To carry on a general serth-moving, tractor, and contracting business, and to that end to lease, charter, own, manufacture, acquire, deal in, advertise, and dispose of cranes, bulldozers, tractors, trucks, rigging, automobiles and other

vehicles, and kindred appliances and equipment.

- (d) To enter into and perform contracts for the grading and/or paving of streets, driveways, sidewalks, courts, alleys, and similar areas.
- (e) To engage generally in the business of brick masonry, and to erect, alter, and add to buildings of every class and description, and to contract for the erecting, decorating, and furnishing thereof.
- manage, occupy, maintain, and operate buildings for hotel purposes, dwelling houses, apartment houses, office buildings, and lands, buildings for hotels, apartment houses, dwelling houses, office buildings, and business structures of all kinds for the accommodation of the public and of individuals. To keep, manage, conduct, and operate hotels, apartment houses, dwelling houses, restaurants, lunch and tea rooms, barber shops, billiard halls, cafes, and bars, for the accommodation of the public and of individuals.
- (g) To carry on and conduct a general construction business including the designing, constructing, enlarging, extending, repairing, completing, removing, or otherwise engaging in any work upon power plants, industrial plants, and other systems and works of every description, buildings, structures, manufacturing plants, and all kinds of excavation, and from steel, wood, mesonry mechanical, electrical, and earth construction and installations, to make, execute, and take or receive any contracts or assignments of contracts therefor or relating thereto or connected therewith; and to manufacture, produce, adapt, and prepare, deal in and deal with any materials, articles, or things incidental to or required for, or useful in connection with any of its business, and generally to carry on any other business which can be advantageously carried on in conjunction with and incidental to any of the matters aforesaid.

- (h) To engage in, conduct, and carry on, as principals, agents, or in any capacity whatever, the business of dismantlers and excavators, including the constructing, erecting, enlarging, extending, altering, repairing, completing, dismantling, removing, wrecking, or otherwise engaging in any work upon any and all kinds of nower plants, relivoids, railway structures, locomotives, railway cars, vards, industrial, and other systems and works of every description, warehouses, any and all classes of buildings, construction projects, structures, roads, highways, gasoline, electrical, manufacturing, and industrial plants, mills, bridges, viaducts, aviation fields, motor vehicles, clars, docks, anips, hulls, whereas, slips and dams, mines, shafts, tunnels, foundations, embankments, wells, water works, lighthouses, canals, waterways, drainage, irrigation, and sewage disposal systems, and all kinds of excavation, iron, steel, metals, wood, masonry, and earth construction and demolition in all parts of the world.
- (i) To purchase or in any wise acquire for investment or for sale or otherwise, lands, contracts for the purchase or sale of lands, buildings, improvements, and any other real property of any kind or tenure or any interest therein, and railroad depots, tracks, ways, and other terminal properties or facilities, and any property works or undertakings connected with the use or development of any property of the company within the State of Maryland, and within any other state or territory of the United States; and as the consideration for same to pay cash or to issue the capital stock, debenture bonds, mortgage bonds, or other obligations of the company; and to sell, convey, lease, mortgage, turn to account, or otherwise deal with all or any part of the property of the company.
- (j) To engage generally in the business of brick masonry, and to erect, alter, and add to buildings of every class and description, and to contract for the erecting, decorating, and furnishing thereof.
  - (k) To carry on and conduct the business of general painting

and waterproofing contractors and decorators and of making, performing, and discharging contracts therefor, or relating thereto, or connected therewith, both as contractor and subcontractor, and all allied and interdependent lines of business.

- (1) To carry on and conduct the business of wrecking and salvaging apparatus used as means of transportation on land, sea, and in the sir.
- (m) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (n) To purchase, lease or otherwise acquire, hold, develop improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (0) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Europeation may be authorized to carry on, and to undertake, guarantee, essume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or essets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (q) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights,

processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

- shares of its capital stock; and to purchase, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pleage or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, honds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (t) To losh or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debantures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon,

or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter eccuired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (u) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others
  for its own account, and to carry on any other business which may
  be desmed by it to be calculated, directly or indirectly, to
  effectuate or facilitate the transaction of the aforesaid objects
  or businesses or any of them, or any part thereof, or to enhance
  the value of its property, business or rights.
- (v) To carry out all or any part of the aforessid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and sgencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Nonte #1, Dual Park, Hagerstown, Maryland. The resident agent of the Corporation is Robert B. Foltz, Jr., whose postoffice address is Route #1, Dual Park, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

which the Corporation has suthority to issue is Ten Thousand (10,000) shares, divided into One Thousand (1,000) shares of Class & Common Stock of the per value of Ten Dollars (10.00) per share, and Nine Thousand (9,000) shares of Class & Common Stock of the per value of Ten Dollars (210.00) per share. The aggregate per value of Ten Dollars (210.00) per share. The aggregate per value of all shares of all classes is One Hundred Thousand Dollars (100,000.00).

thereof to One (1) vote in all proceedings in which action shall be taken by stockholders of the Corporation. The holders of Class B Common Stock shall not be entitled to vote under any circumstances in any proceedings in which action shall be taken by stockholders of the Corporation.

SIXTH: The Corporation shall have Three (3) directors and Betty Joanne Snyder, Helen F. Koontz and Irving M. Einbinder shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are becumiarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of

this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall suthorize any such contract or transaction, and may vote thereat to suthorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its husiness shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indertedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (c) Notwithstanding any provision of law requiring eng action to be taken or authorized by the effirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the effirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (d) The Found of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before Issuance of such shares, the preferences, rights, voting powers, restrictions

and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

IN WITHESS WHEREOF, we, Betty Joanne Snyder, Helen F. Koontz and Irving M. Einbinder, being all the incorporators herein above named have hereunto set our respective hands and seals this 3-d day of - Laptember , 1960.

Betty Joanne Snyder (SEAL)

WITNESS:

Helen F. Koonty

intender (SPAL)

Mloris Hollore

STATE OF MARYLAND, MASHINGTON COUNTY, to-wit:

Defore me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Eatty Joanne Snyder, Helen P. Koontz and Irving M. Einbinder and severally acknowledged the foresoing Articles of Incorporation to be their respective act.

WITNESS my hand and Noteriel Seal, the day and year last

Allan Notary Public
My Commission Expires May 1, 196

ARTICLES OF INCORPORATIO

OF

OBERT'S ENGINEERING CORPORATION

MASHINGTON BELLEGE TO THE BELLEGE TO

approved and received for record by the State Department of Assessments and Taxation of Maryland September 8, 1960 at 4:36 o'clock P.M. as in conformity with law and ordered recorded.

A 6511

Recorded in Liber 8, folio 1, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clock of the Circuit

Court of Washington County

IT IS HEREBY-CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Directo

Recorded March 8, 1961 at 12:11 P.M. Liber 10, Receipt No. 184242

ARTICLES OF INCORPORATION

OF

"CUMBERLAND VALLEY ROSE SOCIETY, INC."

THIS IS TO CERTIFY:

THAT WHEREAS, the Cumberland Valley Rose Society, an unincorporated Association heretofore organized and existing in Washington County, State of Maryland, for the purpose of promoting a wider general interest in the growing of roses in the Cumberland Valley Area, is desirous of being incorporated under the Laws of the State of Maryland in order to more efficiently serve said purpose:

NOW THEREFORE, the subscribers, H.Frank Mease, whose post office address is Maugansville, Washington County, Maryland, Genevieve M. Mease, whose post office address is Maugansville, Washington County, Maryland, Bernard F.Bargiel, whose post office address is Maugansville, Washington County, Maryland, W. Richard Olsen, whose post office address is Highfield, Washington County, Maryland, and Isabelle M. Olsen, whose post office address is Highfield, Washington County, Maryland, all being of full legal age and residents of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of corporations, associate themselves with the intention of forming a corporation for the purposes hereinafter set forth.

## ARTICLE I

The name of the Corporation, hereinafter designated as "the Corporation", shall be "CUMBERLAND VALLEY ROSE SOCIETY, INC.".

ARTICLE II

The post office addressof the principal place of business of said Corporation will be 212 East Antietam Street, Hagerstown, Washington County, Maryland, and the resident agent of said Corporation will be Genevieve M. Mease, whose post office address is

HARVEY M. MILLER ATTORNEY AT LAW HAGERSTOWN, MD. Box 284, Maugansville, Washington County, Maryland, and said resident agent is a citizen of the State of Maryland, and actually resides therein.

#### ARTICLE III

The Corporation is organized for the pursuit and accomplishment of the purposes and objects hereinafter set forth and not with the view of pecuniary gain or profit to any of the members thereof and the Corporation shall have no capital stock.

## ARTICLE IV

The purposes for which said Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a. To promote a wider general interest in growing roses in both private and public gardens within the Cumberland Valley area.
- b. To assist its members in learning the best modern methods of planting and cultivating, and the most effective means of combating the various enemies of the rose and in becoming acquainted with the varieties best adapted to local climatic conditions.
- c. To provide regular and special meetings of the members of the Corporation for the transaction of business, lectures presentation of papers on special subjects, discussions, informal communications and conferences.
- d. To promote and have social functions and benefits for the purposes and objects hereinbefore set forth for the welfare of the Corporation.
- e. To promote and conduct public exhibitions of roses within the Cumberland Valley area.
- f. To establish relations with the American Rose Society or with other organizations in matters tending to stimulate

HARVEY M. MILLER ATTORNEY AT LAW HAGERSTOWN, MD. interest in rose culture.

g. To acquire by purchase, devise, bequest, gift, assignment, lease or in any other manner and to take, receive, hold use and employ, sell, mortgage, assign, lease, dispose of and otherwise deal with any property, real, personal or mixed situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to enable it to effectuate or accomplish any of its purposes and objects.

h. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, in any manner permitted by law, for money so borrowed or in payment of property purchased, or for any lawful consideration, and to secure the payment thereof by mortgag upon, or pledge, conveyance or assignment in trust of the whole or any part of the property of the Corporation, real, personal or mixed, including contract rights whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations for any of the purposes of the Corporation.

- i. And in general to carry on, execute and perform any and all matters and things which may be deemed necessary or expedient by the Corporation, directly or indirectly to effectuate the aforesaid purposes and objects or any of them.
- j. In addition to the aforesaid powers, the Corporation and its members shall at all times have and enjoy all the rights, privileges, powers and immunities granted and conferred upon Corporations of this kind by the Public General Laws of the state of Maryland now in force or hereafter enacted and the enumeration of certain powers herein conferred is not intended to be exclusive of or a waiver of any other powers, rights or privileges.

HARVEY M, MILLER ATTORNEY AT LAW HAGERSTOWN, MD.

#### ARTICLE V

That the duration of said Corporation shall be perpetual.

#### ARTICLE VI

The members of the Corporation shall consist of all members in good standing now on the roster of the Cumberland Valley Rose Society and all future members of the Corporation shall be elected in accordance with the by-laws of the Cumberland Valley Rose Society now in effect or hereafter enacted.

#### ARTICLE VII

The executive officers of the Corporation shall consist of a President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer, which officers shall be elected, serve and performthe duties as prescribed by the by-laws of the Corporation herein adopted or hereafter passed.

#### ARTICLE VIII

The Board of Directors of the Corporation shall consist of all the executive officers, three elected directors and the past-President for the preceding year, and their terms of office and duties shall be as prescribed in the aforesaid by-laws, and the following named persons shall constitute the Board of Directors until their successors are duly elected and qualified, namely:

Genevieve M.Mease P.O.Box 284 Maugansville, Maryland

W.B.Worthington Route No. 4 Hagerstown, Maryland

Otto C.Rauschenberger 2201 Rowland Avenue Hagerstown, Maryland

Pauline Good 112 Fairview Avenue Waynesboro, Pennsylvania

Helen E.Arnold 212 East Antietam Street Hagerstown, Maryland

HARVEY M. MILLER ATTORNEY AT LAW

Jane F.Cash Spring Valley Route No. 6 Hagerstown, Maryland

Bernard F.Bargiel, Maugansville, Maryland

Sam Brown Route 33 Rural Route No. 5 Carlisle, Pennsylvania

H. Frank Mease Post Office Box 284 Maugansville, Maryland

W.Richard Olsen Box 10 Highfield, Maryland

## ARTICLE IX

The Corporation reserves unto itself the right to alter and amend the aforegoing Articles of Incorporation and to adopt additional ones at any regular annual meeting for the election of officers or at any special meeting called for that purpose and said amendment or amendments shall be presented and adopted as follows: the Board of Directors or the majority of them shall pass a resolution declaring that such amendment or amendments are advisable and setting the time for the meeting of all the members to take action thereon. The members shall be given notice of such meeting and the purposes thereof at the previous monthly meeting of the Corporation or by written notice mailed to each of the enrolled members, which notice shall be mailed not less than thirty (30) days prior to the meeting at which the amendment will be offered and said notice shall state the place, day and hour of such meeting and the substance of the amendment proposed for adoption. If not less than two-thirds of all the members attending such meeting shall vote in favor of the proposed amendment or amendments, Articles of Amendment setting for the same, stating that the same has been duly advised by the Board of Directors and

HARVEY M. MILLER ATTORNEY AT LAW HAGERSTOWN, MD. adopted by the members, shall be signed and acknowledged in the name and on behalf of said Corporation by the Directors, and the matters and facts set forth in said Articles of Amendment shall be verified under oath or affirmation by the Chairman of the meeting at which such amendment or amendments was or were adopted.

## ARTICLE X

The Corporation shall have the right to enact by-laws not inconsistent with these Articles of Incorporation at any regular meeting of the Corporation or at any special meeting called for that purpose, in the manner provided by the by-laws of said Corporation.

#### ARTICLE XI

Pending the enactment of by-laws by the Corporation, all the by-laws of the Cumberland Valley Rose Society heretofore enacted by said Society not inconsistent with these Articles of Incorporation, shall and they are hereby declared to be the by-laws of the Corporation until annulled, amended or re-enacted by the Corporation in the manner above provided.

## ARTICLE XII

The Corporation hereby accepts all the assets of its predecessor, the Cumberland Valley Rose Society, and, in consideration thereof, agrees to and does hereby assume full liability for and guarantees to perform and fulfill all the legal obligations and liabilities of the Cumberland Valley Rose Society and of any and all of the officers thereof assumed in pursuance of authority vested in them by the said Association.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed their seals this 19th day of September, A.D.1960.

HARVEY M. MILLER ATTORNEY AT LAW HAGERSTOWN, MD.

TEST:

nellie a miller

H.Frank Mease SEAL

Meneviewe M. Mease (SEA)
Genevieve M. Mease

Bernard F. Bargiel (SEAL)

TEST:

ellis A.Miler

Isabelle M. Olsen

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19th day of September, A.D. 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared H. Frank Mease, Genevieve M. Mease, Bernard F. Bargiel, W. Richard Olsen and Isabelle M. Olsen, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

## ARTICLES OF INCORPORATION

H.

CUMBERLAND VALLEY ROSE SOCIETY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 22, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

**A** 6623

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 11.00

To the clerk of the Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Manyland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded March 8, 1961 at 12:11 P.M. Liber 10, Receipt No. 184242

ARTICLES OF INCORPORATION OAK RIDGE GOLF CENTER, INC.

THIS IS TO CERTIFY:

First: That we, the subscribers, Albert B. Wakenight, whose Post Office address is 665 Pin Oak Road, Hagerstown, Washington County, Maryland, Jeannette H. Barnfather, whose Post Office address is 40 Pin Oak Terrace, Hagerstown, Washington County, Maryland, and Charles F. Wagaman, whose Post Office address is 740 Preston Road, Hagerstown, Washington County, Maryland, each of whom are at least 21 years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a corporation.

Second: That the name of the corporation is: OAK RIDGE GOLF CENTER, INC.

Third: That the purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- A. To exercise all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.
- B. To own, lease, operate and conduct the general business of a golf course and golf driving range for the use thereof by the general public upon such terms and conditions as the corporation shall, from time to time, determine.
- C. To buy, sell, exchange and otherwise deal in, both at wholesale and retail, golfing equipment and sporting goods and equipment of every nature and description and any and all by-products thereof and kindred products.
- D. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, businesses, contracts, goodwill, franchise, and assets of every kind of any corporation,

partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

- E. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.
- F. To own, lease, operate and conduct a recreational center for the general use of the public upon such terms as the corporation may, from time to time, determine and to own, lease, operate and conduct such recreational facilities as said corporation may, from time to time, determine advisable.

Fourth: The Post Office address of the principal office of the corporation in this State will be located at 665 Pin Oak Road, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Albert B. Wakenight, whose Post Office address is 665 Pin Oak Road, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The total number of shares of stock of all classes which the corporation has authority to issue is 100,000 shares having a par value of One (\$1.00) Dollar each, the aggregate par value of all such shares is \$100,000.00

Sixth: The shares of said stock shall be non-assessable and shall be entitled to one vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all

debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

Seventh: The shares of stock of the corporation shall be transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

Eighth: The number of Directors of the corporation shall be Three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than Three (3); and the names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are Albert B. Wakenight, Jeannette H. Barnfather and Charles F. Wagaman.

Ninth: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and stockholders:

- A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized or securities convertible into the shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the by-laws of the corporation.
- B. The corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if authorized by the same vote and procedure as are required in the case of Charter amendment not changing the terms of outstanding stock.
- C. Stockholders shall have no preemptive rights, subject to the applicable provisions of law.

Albert B. Wakenight

Charles F. Wagamen

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit: -

I HEREBY CERTIFY, That on this 23rd day of September Wakenight, Jeannette H. Barnfather and Charles F. Wagaman, persona executed the same for the purposes therein contained. thess my hand and official Notarial Seal.

My Commission Expires:

ARTICLES OF INCORPORATION

OF

OAK RIDGE GOLF CENTER, INC.

of Maryland September 26, 1960 at 9:00 o'clock K. M. as in conformity with law and ordered recorded.

A 6647

Recorded in Liber 1999, folio 1989, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

## Recorded M arch 8, 1961 at 12:12 P.M. Liber 10, Receipt No. 184242

BIG SPRING STORE & ELEVATOR, INC. STOCK ISSUANCE STATEMENT

Big Spring Store & Elevator, Inc., a Maryland corporation having its principal office in Big Spring, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

The Corporation has authorized the issuance of One Thousand Two Hundred Thirty-Seven (1237) shares of the Common Capitel Stock of the Corporation for the following consideration, namely; the actual value of which, as determined by the Board of Directors, is not less than Twelve Thousand Three Hundred Seventy(\$12,370.00) Dollars, being all of the assets, subject to certain liabilities, of the sole proprietorship formerly operated by Guy K. Angle, T/A Big Spring Store and Elevator, Big Spring, Maryland.

The actual value of the consideration to be received by the Corporation, as determined by the Board of Directors, is at least equal to the par value of shares to be issued.

The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on July 1, 1960.

In Witness Whereof, the Big Spring Store & Elevator, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of the vice Presidents and its corporate seal to be hereunto affixed and attested by its Recretary on July 1, 1960.

ATTESTA

RIG SPRING STORE & ELEVATOR, INC.

Guy K. Angle, Fresident

Samuel H. Suffeccol, Scopetary

STATE OF MARYLAND, COUNTY OF WASHINGTON: To-wit:

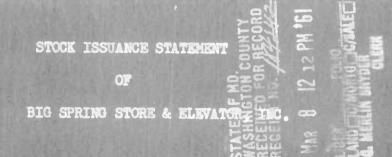
I Hereby Certify, that on July I, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Guy K. Angle, President of Big Spring Store & Elevator, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Samuel H. Suffecced and made oath in due form of law that he was secretary of the meeting of the Stockholders of said corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true and correct to the best of his knowledged, information and belief.

Witness my hand and Notarial Seal, the day and year last above written.

Donald H

Motary Public

My Commission Expires: May 1, 1961



approved and received for record by the State Department of Assessments and Taxation of Maryland September 15, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

# A 6558

Recorded in Liber 700, folio 7, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$\_\_\_

Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded March 8, 1961 at 12:11 P.M. Liber 10, Receipt No. 184242

ARTICLES OF INCORPORATION

OH

CAL-KIN. INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Michael G. Callas, whose post office address is 754 Summit Avenue, Hagerstown, Maryland; Richard Kindsvatter, whose post office address is 754 Summit Avenue, Hagerstown, Maryland; and, Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is CAL-KIN. INC.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To process, deal in, manufacture, install, store, handle, transport, or otherwise work in or with building materials of all kinds, including lumber, roofing, insulating materials, plaster, wall, tile, ornamental and other boards, brick, concrete, structural steel, re-enforcing steel, glass, stone, pottery, tile, lighting fixtures, hardware, bathroom fixtures, plumbing supplies, electrical supplies, cements and plasters, stucco, stone and gravel, resinous waxes, textiles, incinerators, cesspools and septic tanks, fencing, wire and staples, waterproofing materials, rubber, linoleums, carpets, builders' tools and machinery, and any and every other material, appurtenance, or process useful in, necessary for, or convenient in building, construction, engineering, and maintenance.

- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise,
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or

otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds.

notes, or other obligations of the Corporation for its corporate purposes.

- enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

office of the Corporation in this State is 754 Summit Avenue,
Hagerstown, Maryland. The resident agent of the Corporation is
Michael G. Callas, whose post office address is 754 Summit Avenue,
Hagerstown, Maryland. Said resident agent is a citizen of the State
of Maryland and actually resides therein.

classes which the Corporation has authority to issue is Ten
Thousand shares (10,000) of the par value of Ten Dollars (\$10.00)
each, all of which shares are of one (1) class and are designated
Common Stock. The aggregate value of all shares having par value
is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The corporation shall have three (3) directors and Michael G. Callas, Richard Kindsvatter and Samuel C. Strite shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this

Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or

convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.

- any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes, and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of

Incorporation this 29th day of September

A.D., 1960.

Michael G. Callas

WITNESS:

Stricky O. Staw

Richard Kindsvatter (SEAL)

.. O DV: 5 (s

Samuel C. Strite

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 29th day of September, A.D., 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Michael G. Callas, Richard Kindsvatter and Samuel C. Strite, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and year last above written.

CTON COROLLAND

Shirly 1. Shaw Notary Public My Commission Expires: May 1, 1961

#### ARTICLES OF INCORPORATION

67.58

CAL-KIN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 30, 1960 at 9:00 o'clock 4. M. as in conformity with law and ordered recorded.

A 6748

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20,00 Recording fee paid \$ 16,00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Directo

Recorded April 21, 1961 et 12:18 P.M. Liber 10, Receipt No. 1854d6

ARTICLES OF INCORPORATION

OF

GLASS SHOP, INC.

THIS IS TO CERTIFY:

Jr., whose post office address is 1318 Hamilton Boulevard,
Hagerstown, Maryland, Orville T. Beachley, whose post office
address is 1100 The Terrace, Hagerstown, Maryland, and John M.
Colton, whose post office address is 111 West Washington Street,
Hagerstown, Maryland, all being at least twenty-one years of
age, do, under and by virtue of the General Laws of the State of
Maryland, authorizing the formation of Corporations, associate
ourselves with the intention of forming a corporation by the
execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is:

GLASS SHOP, INC.

THIRD: the purposes for which the Corporation is formed are as follows:

1. To establish, maintain, conduct and operate, either wholesale or retail, a general business dealing with the sale and installation of plate glass, as well as other forms of glass and glass products, in the City of Hagerstown, State of Maryland, and at such other place or places that may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or Country.

- 2. To establish, maintain, conduct and operate one or more stores for the sale of, either at wholesale or retail, and dealing with, all kinds of goods, wares, merchandise, materials and machinery, in connection with the general wholesale and retail glass business, and to engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling, and otherwise dealing in and with goods, wares, and merchandise of every class and description.
- 3. To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- 4. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- 5. To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- 6. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, good-will, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and

pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

- 7. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.
- 8. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidence of indebtedness, issued or created by, any other corporation or association organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership; including the right to vote of any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates. bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- 9. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.
- 10. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate business.
- animerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries, and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mentioning of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this state is 45 East Franklin Street, Hagerstown, Maryland; the resident agent of the Corporation is George E. Lambillotte, Jr., whose post office address is 1318 Hamilton Boulevard, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 100,000 shares of the par value of \$1.00 each, all of which shares are of one class, and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The corporation shall have three directors, and George E. Lambillotte, Jr., Orville T. Beachley and John M. Colton shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- 2. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the soard of Directors or a majority thereof; and any director of this

corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- 3. The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- 4. The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments charging the terms of any class of its stock by classifications, re-classifications or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of four fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

- 5. No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- 6. Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- 7. The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stocks, whether now or hereafter suthorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

8. The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other corporations or unincorporated businesss entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 1st day of October, A.D., 1960.

Witness:

Extel P. Otrpley

George E. Lambillotte, Jr.

Broille 1 Jebeliley (SEAL)

Ath M. Coffee (SEAL)

M Colton

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of October, A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George E. Lambillotte, Jr., Orville T. Beachley and John M. Colton, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.

Notary Public

My commission expires:

May 1, 1961

ARTICLES OF INCORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland October 20, 1960 nt 9:00 o'clock A. M. as in conformity with law and ordered recorded.

7019

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clerk of the

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimere.

## Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406

THE FIRST CHURCH OF THE NAZARENE OF HAGERSTOWN,

## ARTICLES OF AMENDMENT

The First Church of the Mazarene of Hagerstown, Incorporated, a Maryland religious corporation, located in Hagerstown, Washington County, Maryland, hereinafter called the Corporation hereby certifies to the State Department of Assessments and Taxation that:

FIRST: That the Charter of the Corporation is hereby amended

(a) By striking out Article 2 of the Certificate of Incorporation and inserting in lieu thereof the following:

Article 2: The name of the Corporation (which is hereinefter called the Corporation) shall be CALVARY HOLINESS CHURCH OF HAGERSTOWN, INC.

(b) By striking out Article 4 of the Certificate of Incorporation and inserting in lieu thereof the following:

Article 4: The said Corporation may not purchase real estate encumbered by mortgage nor sell, mortgage, exchange or otherwise dispose of real estate except by a majority vote of the members present at an annual meeting or at a special meeting duly called for that purpose. All the property of this Corporation shall be managed and controlled by the Trustees and all property acquired shall be deeded directly to said church in its corporate name.

(c) By striking out Article 6 of the Certificate of In-

Article 6: The Trustees shall be sober and discreet parsons over twenty-one years of age in good standing and full communion therewith, who upon their election shall succeed to all the rights and privileges of their predecessors and shall have and possess the same corporate nowers under the same corporate name; said Trustees to organize and elect from their number a president, secretary and treasurer. The duties of these officers shall be as specified in the Certificate of Incorporation and in the Ey-Laws adopted by the said Cerporation.

SECOND: That the Trustees of the Corporation at a meeting duly convened and held on September 18, 1960 duly savined the amendment of the Charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendments are advisable and calling a meeting of the members to take action thereon and further designating Ray-

180

mond Kesecker, Edwin Jones and John Wade, Trustees of the Corporation, to sign and acknowledge the same in the name and on behalf of the church corporation.

THIRD: That the meeting of the members of the Corporation called by the Trustees of the Corporation as aforesaid and duly warned in manner provided by law was held at Hagerstown, Maryland, on September 28, 1960, and at said meeting the members adopted theamendments of the Charter of the Corporation hereinabove set forth.

IN WITHESS WHEREOF, The First Church of the Nazarene of Hagerstown, Incorporated, has caused its corporate name to be signed hereto by Raymond Resecker, Edwin Jones and John Wade, Trustee, and its corporate seal affixed duly attested by its Secretary this 29 day of planter, 1960

THE FIRST CHURCH OF THE NAZARENE OF HAGERSTOWN, INCORPORATED.

BY Taymord Tesecher

Efwin Jones

John Wade Trusters

TEST TO CORPORATE SEAL:

Rott R manfael

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HERERY CERTIFY, that on this 29 day of Leptente, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Haymond Kesecker, Edwin Jones and John Wade, Trustees of The First Church of the Mazarene of Hagerstown, Incorporated, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Ruth A. Manford, Secretary of The First Church of the Mazarene of Hagerstown, Incorporated, and made oath in due form of law that she was Secretary of the meeting of the members of the Corporation at which the amendments of the Cherter of the Corporation set forth in said Articles of Amendment were adopted and that the matters and facts set forth in Articles of Amendment are true to the best of her knowledge, information and belief.

EES my band and Notarial Seal.

Cunal Delocies

variousission expires: Nay 1, 1961



ARTICLES OF AMENDMENT

(0)2

THE FIRST CHURCH OF THE NAZARENE OF HAGERSTOWN, INCORPORATED changing its name to CALVARY HOLINESS CHURCH OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 10, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6885

Recorded in Liber 222, folio 62, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10,00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406
HAGERSTOWN-WASHINGTON COUNTY INDUSTRIAL FOUNDATION, INC.
ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Certificate of Incorporation of Hagerstown-Washington County Industrial Foundation, Inc., a Maryland Corporation having its principal office at 92 West Washington Street, Hagerstown, Maryland, (hereinafter called the Corporation) is hereby amended by adding to Article FIFTH of the Articles of Incorporation the following sentence:

"No dividends shall be declared or paid to any director, member or stockholder of this corporation."

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on September 28, 1960, duly advised the amendment to the Certificate of Incorporation hereinabove set forth, by passing a resolution declaring that said amendment is advisable and calling a special meeting of members to take action thereon.

THIRD: That the special meeting of members of the Corporation called by the Board of Directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at the principal office of the Corporation at 92 West Washington Street, Hagerstewn, Maryland, on October 14, 1960, and at said meeting the members, by the affirmative vote of more than two-thirds of the members entitled to vote, duly adopted the amendment to the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, Hagerstown-Washington County
Industrial Foundation, Inc., has caused these presents to be
signed in its name and on its behalf by its President, and its

corporate seal to be hereto affixed and attested by its secretary on the 18th day of October, 1960.

HAGERSTOWN-WASHINGTON COUNTY INDUSTRIAL FOUNDATION, INC.

William Preston Lane, Jr.

Notary Public

Richard Grumbacher, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of October,
A.D., 1960, before me, the subscriber, a Notary Public in and
for the State and County aforesaid, personally appeared William
Preston Lane, Jr., President of Hagerstown-Washington County
Industrial Foundation, Inc., a Maryland corporation, and in the
name and on behalf of said corporation acknowledged the foregoing
Articles of Amendment to be the corporate act of said corporation;
and at the same time personally appeared David W. Byron and
made oath in due form of law that he was secretary of the meeting
of the members of said corporation at which the amendment of
the charter of the corporation therein set forth was approved,
and that the matters and facts set forth in said Articles of
Amendment are true to the best of his knowledge, information and
belief.

WITNESS my hand and Official Notarial Seal.

Comm. Exp. May 1, 1961

#### ARTICLES OF AMENDMENT

STATE OF HO.

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RESERVE OF THE PARTY
RESERVE OF THE PAR

HAGERSTOWN-WASHINGTON COUNTY INDUSTRIAL FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 21, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

# A 7082

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$

Recording fee paid \$ 10,00

To the clerk of the Circuit.

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406

ARTICLES OF INCORPORATION

07

THE FAIRPLAY KARTING INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Leven G. Benner, whose post office address is Sharpsburg, Maryland, Julia J. Hall, whose post office address is Sharpsburg, Maryland, and Ida R. Turner, whose post office address is Fairplay, Maryland, and Land, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "Corporation") IS:

THE FAIRPLAY KARTING INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

To organize and operate an association exclusively for educational, charitable, recreational and other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

FOR THE GENERAL PURPOSES AFORESAID, AND LIMITED TO THOSE PURPOSES, THE CORPORATION SHALL HAVE THE FOLLOWING POWERS AND PURPOSES:

- (a) To promote the interest of all phases of recreation and entertainment in Washington County, Maryland.
- (B) To cultivate and prohote friendship and sportshanship in the community.

FOURTH: The post office address of the principal office of the Corporation in this State is Fairplay, Maryland. The resident agent of the Corporation is S.J.Gower, Jr., whose post office address is Fairplay, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: THE CORPORATION SHALL HAVE TEN DIRECTORS WHICH NUMBERS MAY BE INCREASED OR DECREASED PURSUANT TO THE BY-LAWS OF THE CORPORATION, BUT SHALL NEVER BE LESS THAN THREE, AND

Leven G. Benner, Leona M. Benner, Clyde H. Hall, Julia J. Hall, Ray T. Norris, Lynda L. Norris, Junior Turner, Ida R. Turner, Glenn A. Warrenfeltz, and Iola V. Metz, shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SIXTH: The Corporation is not authorized to issue any capital stock. The following shall be the first hembers of the Corporation Leven G. Benner, Leona M. Benner, Clyde H. Hall, Julia J. Hall, Ray T. Norris, Lynda L. Norris, Junior Turner, Ida R. Turner, Glenn A. Narrenfeltz, and Iola V. Metz. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws which may prescribe different classes of members and prescribe the powers and duties of each class.

SEVENTH: THE DURATION OF THIS CORPORATION SHALL BE PERPETUAL.

EIGHTH: These Articles of Incorporation may be amended by a majority vote at a regularly-called meeting of the Corporation, provided that a copy of the proposed amendment or amendments accompanies the call for the Corporation meeting and is mailed fifteen (15) days prior to the date of the meeting, and provided further that such proposed amendment or amendments shall have had prior thereto the consideration of the Board of Directors of the Corporation at a duly called meeting.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON September 17, 1960.

Levery & Benne
Leven G. Benner
Julia J. Hate
Ida P. Lurner

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 17 the DAY OF September A.D., 1960, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED LEVEN G. BENNER, Julia J. Hall and Ida R. Turner, who severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS MY HAND AND NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.

Notary Public

My Commission Expires: May 1, 1961

approved and received for record by the State Department of Assessments and Taxation of Maryland | September 20, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

6619

Recorded in Liber / , folio / , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Allegary County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406

### ARTICLES OF INCORPORATION

OF

#### HANCOCK PHARMACY, INC.

FIRST: We, the undersigned, Albert Louis Fauss, Jr., whose Post Office address is 1709 Holland Street, Cumberland, Maryland; Doris Larson Fauss, whose Post Office address is 1709 Holland Street, Cumberland, Maryland; and Thomas N. Berry, whose Post Office address is 10 Greene Street, Cumberland, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the Public General Laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter sometimes called the "Corporation" is:

## HANCOCK PHARMACY, INC.

THIRD: The purposes for which the Corporation is formed, and the business or objects to be carried on and performed by it are as follows:

business, including the buying and selling of pharmaceuticals, narcotics, patent medicines, tobaccos, cosmetics, foods and candies, and any and all smdry merchandise, of every and any kind, nature or description at wholesale and retail; to buy and prepare ice cream or other soda fountain foods or condiments for service upon the premises to individuals or groups of individuals, at retail, or on a group price or wholesale basis; and to do any or all things necessary, convenient or desirable in connection with the buying and selling of merchandise of all kinds, whether

or not ordinarily and usually handled by drug stores or pharmacies.

- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, equipment and other personal property of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, alter, modify, erect or reconstruct, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To transact for itself or for the account of others, the business of general brokers, general agents, commercial agents, or buyers and sellers of, dealers in, importers and exporters of pharmaceuticals, patent medicines, equipment, liquors or alcoholic beverages, and supplies and merchandise of all kinds in any manner used or associated with the general drug store business.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any drug store or pharmaceutical businesses, wholesale or retail, or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade

names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (h) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real, or personal, including contract rights, whether at the time owned

or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (j) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, district, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 39 West

Main Street, Hancock, Maryland; the resident agent of said Corporation being Albert Louis Fauss, Jr., whose Post Office address is 1709 Holland Street, Cumberland, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 500 shares, without par value, all of which shares are of one class and are designated common stock.

SIXTH: The Corporation shall have at least three directors, which number may be increased pursuant to the By-Laws of the Corporation; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are as follows: Albert Louis Fauss, Jr., Doris Larson Fauss and Carl Oscar Larson.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

- (a) The Board of Directors of the Corporation is hereby empowered to authorize, from time to time, the issuance of shares of its stock, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of,

such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into

shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

- (e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- and authorize the payment of dividends, whether in cash or by way of issuance of additional shares of stock, except that with respect to any single dividend, payment must be made to all stockholders in cash or in stock, i.e. payment shall not be in cash to one stockholder and in stock to another; and said Board of Directors shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities, whether associations, partnerships or individuals.
- (g) The Board of Directors shall also have the power to make, alter and amend the By-Laws of the Corporation, providing that written notice of proposed amendments or new by-laws, or

the rescinding of existing By-Laws shall be given to each director at least three days prior to the meeting of the Board of Directors for which said action is proposed to be taken; but the stockholders of the Corporation shall at all times have the right to make, amend or rescind by-laws upon approval by a majority of the outstanding stock at a meeting held after at least five days' notice to the owners of stock, either by mail, publication or actual personal notice; and in the event that a by-law previously enacted by the Board of Directors shall be rescinded by action of the stockholders, it shall not gain be passed by the Board of Directors prior to the next annual meeting of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this \_\_\_\_\_\_ day of October, 1960.

WITNESS:

Cleoner Vice albert Louis Falls, Jr.

\_\_(SEAL)

Eleanon Rice

DORIS LARSON FAUSS (SEAL)

Elesnon Rice

Thomas N. Berry
THOMAS N. BERR

(SEAL)

196

STATE OF MARYLAND, COUNTY OF ALLEGANY, to-wit:

I HEREBY CERTIFY, That on this 3 day of
October, 1969, before me, the subscriber, a Notary Public of
the State and County aforesaid, personally appeared ALBERT
LOUIS FAUSS, JR., DORIS LARSON FAUSS, and THOMAS N. BERRY, satisfactorily made known to me, and did each acknowledge the
aforegoing Articles of Incorporation to be his or her act and

WITNESS my hand and Notarial Seal.

My Commission expires on

May 1, 1961

Notary Public

ARTICLES OF INCOMPORATION HANCOCK PHARMACY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 5, 1960 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

6800

Recorded in Liber 2 // , folio 222, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 18.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406 ROBISON DISTRIBUTING COMPANY, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, William J. Dwyer, whose
Post Office Address is 82 W. Washington Street, Hagerstown, Maryland, C. Earl Bray, whose Post Office Address is 3701 Patterson
Avenue, Baltimore, Maryland, and H. Hunter Robison, whose Post Office
Address is 216 S. Potomac Street, Hagerstown, Maryland, each being
at least twenty-one years of age, do hereby associate ourselves as
incorporators with the intention of forming a corporation under and
by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the Corporation) is

Robison Distributing Company, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in the business of wholesale delivery and retail sale of sundry edible products and related novelty items.
- (b) To manufacture, purchase or otherwise acquire, hold mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of, natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets, by the issue, in accordance with the Laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.
- enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is 216 S. Potomac Street, Hagerstown, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State are H. Hunter Robison, 216 S. Potomac Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) Shares of the part value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall at all times consist of an odd number of directors and shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William J. Dwyer, C. Earl Bray, and H. Hunter Robison.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of

the Corporation and of the directors and stockholders:

- The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (2) All shares of stock to be issued only by the Corporation and cannot be sold, pledged or otherwise disposed of by any stockholder except by permission of the Board of Directors of said Corporation. Any stockholder desiring to dispose of any or all of his stock must first offer same to the Board of Directors for either purchase by them or to an approved purchaser. All sales to be at par value and if not acted upon within ninety (90) days by the Board of Directors, said stockholder may sell his stock privately.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this  $28^{12}$  day of July, A.D. 1960.

WITNESS:

(SEAL)

Morma a Sandella as to William J. Dwyer

Norma a Sandella as to C. Earl Bray

Morma a Sandella as to Henter

H. Hunter Robiso

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28 day of July, A.D. 1960 before me, the subscriber, a Notary Public of the State of Marylan in and for Washington County, personally appeared William J. Dwyer C. Earl Bray, and H. Hunter Robison, all of whom being personally known to me, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

otary Public

ommission Expires:

May 1. 1961

ARTICLES OF INCORPORATION

OF

ROBISON DISTRIBUTING COMPANY, INC

RE IPT COUNTY RECORD
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G. MERLIN S. DER ...

approved and received for record by the State Department of Assessments and Taxation of Maryland October 4, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6833

Recorded in Liber / / , folio / / , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No.185406

ARTICLES OF INCORPORATION

OAK RIDGE ESTATES, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Albert B. Wakenight, whose post office address is 665 Pin Oak Road, Hagerstown, Washington County, Maryland, William H. Reisner, Jr., whose post office address is 50 Fairgreen Circle, Hagerstown, Washington County, Maryland, and Helen E. Wakenight, whose post office address is 665 Pin Oak Road, Hagerstown, Washington County, Maryland, each of whom being at least twenty-one years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a corporation.

SECOND: That the name of the corporation is:

Oak Ridge Estates, Inc.

THIRD: That the purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- A. To exercise all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.
- B. To buy, sell, exchange and otherwise deal in real estate, improved and unimproved, the construction of dwelling houses and improvements to real estate of every nature and description.
- C. To develop real estate for both residential, business and commercial and industrial purposes, to construct and build streets, curbing, sidewalks, water and sewer mains and sewer and water facilities of every nature and description; to grant and convey and acquire real estate and to give and acquire mortgages,

notes and other obligations of every nature and description.

D. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, businesses, contracts, goodwill, franchise, and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

E. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

FOURTH: The Post Office address of the principal office of the corporation in this State will be located at 665 Pin Oak Road, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Albert B. Wakenight, whose Post Office address is 665 Pin Oak Road, Hagerstown, Washington County, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is 100,000 shares having a par value of One (\$1.00) Dollar each, the aggregate par value of all such shares is \$100,000.00.

SIXTH: The shares of said stock shall be non-assessable and shall be entitled to one vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all

debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

SEVENTH: The shares of stock of the corporation shall be transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

EIGHTH: The number of Directors of the corporation shall be Four (4), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than Four (4); and the names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are Albert B. Wakenight, Helen E. Wakenight, William H. Reisner, Jr. and Joan S. Reisner.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and stockholders:

- A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized or securities convertible into the shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the by-laws of the corporation.
- B. The corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if authorized by the same vote and procedure as are required in the case of Charter amendment not changing the terms of outstanding stock.
- C. Stockholders shall have preemptive rights, subject to the applicable provisions of law.

TENTH: The Board of Directors of the corporation is hereby authorized and empowered to issue 25,000 shares of the capital stock of the corporation to Albert B. Wakenight and Helen E. Wakenight, his wife, and 25,000 shares to William H. Reisner, Jr. and Joan S. Reisner, his wife, upon the conveyance to said

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corporation of all that tract of land, together with the improvements thereon, situate on the Northwest side of the Hagerstown-Downsville Road, approximately 1.4 miles Southwest from the corporate boundary of Hagerstown, in Election District No. 26 of said County, containing 85.2 acres of land, more or less, and being the same property which was conveyed unto Raymond T. White and Rose L. White, his wife, by Flora K. Poffenberger, widow, by deed dated April 29, 1959 and recorded in Liber 346, folio 702, one of the Land Records of said County, which said property is now a subject of a contract of sale between said Raymond T. White and wife and Albert B. Wakenight and Helen E. Wakenight, his wife, and William H. Reisner, Jr. and wife. The Board of Directors hereby states that the value of said consideration is not less than the sum of \$43,000.00.

ELEVENTH: The Charter of this corporation shall be perpetual.

Albert B. Wakenight

William H. Reisner, Jr.

Helen E. Wakenight

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 4th day of October, A. D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Albert B. Wakenight, William H. Reisner, Jr. and Helen E. Wakenight, personally known to me to be the persons whose names are subscribed to the aforegoing instrument and who did each acknwoledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Beulah E. Sherman Notary Public

My Commission Expires: May 1, 1961.

ARTICLES OF INCORPORATION

38

OAK RIDGE ESTATES. INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 6, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6854

Recorded in Liber #212 , folio 336 , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406

ARTICLES OF INCORPORATION

OF

SALAZAR FURNITURE CORPORATION

\* \* \* \*

FIRST: WE, THE UNDERSIGNED, Thomas E. Kingston, Robert M. Dougherty and George A. Fisher, the post-office address of each of whom is No. 222 Munsey Building, Washington 4, D. C., each being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is

SALAZAR FURNITURE CORPORATION

THIRD: The purposes for which the corporation is formed are:

To manufacture, buy, sell, rent, lease, furnish on a rental basis, repair, renovate, and generally deal in and deal with, furniture, fixtures and appliances of all kinds and descriptions, equipment, supplies, devices and accessories suitable or convenient for use in residences, offices, stores, business establishments, restaurants, hotels, apartments, warehouses, industrial establishments, buildings and structures of all types and descriptions whether made from wood, metal, plastic, or other material, or any combination of materials, and generally all furnishings, supplies, goods, wares and merchandise for home, business or industrial use.

To carry on a general mercantile business and to design, manufacture, purchase, sell and generally deal in, as principal or agent, at retail or otherwise, all goods, supplies, equipment and merchandise which may be advantageously dealt in, including furniture, furnishings and fixtures of all kinds, household goods, household furniture and equipment lamps, rugs, carpets, draperies, textiles and textile products of all kinds, electrical appliances and equipment, electrical fixtures and supplies, office furniture and equipment, hotel furniture and equipment, restaurant furniture and equipment, and all other articles or things for personal, domestic, household, office, business or other general use, and to receive the same on consignment or otherwise, or to purchase and sell the same directly, on commission or otherwise.

To engage in and conduct the business of interior decorators and to employ and furnish the services of such experts or other employees as might be necessary with respect thereto.

To acquire by purchase, exchange, contract, lease, options for lease, assignment of lease or otherwise, and to own, equip, erect, build, construct, finance, maintain, opperate and improve, and to sell, lease, mortgage, pledge, transfer or otherwise dispose of, properties of all kinds, located either within or without the State of Maryland including stores, showrooms, factories, warehouses, buildings, structures, offices, houses, works, plants, depots, and other buildings and structures and all other real property or interest therein.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To own and operate subsidiary corporations, to cause to be formed, merged, reorganized or liquidated, and to promote, take charge of and aid in any way permitted by law, the formation, merger, liquidation or reorganization of any corporation, association, syndicate, or organization of any kind, domestic or foreign, and to form, organize, promote, manage, control and maintain and dissolve, merge or consolidate one or more corporations in any of the securities of which the corporation may be or become interested, for such purpose or purposes as may aid or advance the objects and purposes of the corporation.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the good will, rights property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith

any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such other corporation or association.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the corporation in this State is No. 37-39 North Mulberry Street, Hagerstown, Maryland. The name of the resident agent of the corporation in this State is The Corporation Trust Incorporated, a corporation of this State, and the post-office address of the resident agent is No. 10 Light Street, Baltimore 2, Maryland.

FIFTH: The total number of shares of all classes of stock which the corporation shall have authority to issue is twenty-one thousand (21,000) shares, divided into one thousand (1,000) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each and of the aggregate par value of One Hundred Thousand Dollars (\$100,000.00), and twenty thousand (20,000) shares of common stock of the par value of Fifty Cents (\$0.50) and of the aggregate par value of Ten Thousand Dollars (\$10,000.00).

A description of each class of stock with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications of each class is as follows:

The holders of the preferred stock shall be entitled to receive, when and as declared by the board of directors of the corporation, out of any assets of the corporation available for dividends pursuant to the laws of the State of Maryland, preferential dividends at the rate of six per centum (6%) on the par value thereof, per annum and no more, payable annually, semi-annually or quarterly on such dates as may be determined by the board of directors before any dividend shall be declared or paid upon or set apart for the common stock. Such dividends upon the preferred stock shall be non-cumulative so that the holders of said stock shall be entitled to receive only such dividends not exceeding dividends at the rate of six per centum (6%) on the par value thereof during any one year, as may, in the unlimited discretion of the board of directors, be declared and made payable. Whenever the full dividend upon the preferred stock at the rate of six per centum (6%) on the par value thereof shall have been paid or declared and a sum sufficient for the payment thereof set apart in any year, then dividends upon the common stock may be declared by the board of directors out of the remainder of the assets available therefor.

The corporation may at the option of the board of directors, redeem the whole or any part of the outstanding preferred stock at any time after the date of issue by paying One Hundred Dollars (\$100.00) for each share thereof, together with a sum of money equivalent to the amount of any dividends declared thereon and remaining unpaid at the date of redemption. Notice of such election to redeem shall be mailed to each holder of stock so to be redeemed at his address as it appears on the books of the corporation, not less than thirty (30) days prior to the date upon which the stock is to be redeemed. In case less than all of the outstanding preferred stock is to be redeemed, the amount to be redeemed and the method of effecting such redemption, whether by lot or pro rata or other equitable method, may be determined by the board of

directors. If, on or before the redemption date named in such notice, the funds necessary for such redemption shall have been set aside by the corporation so as to be available for payment on demand to the holders of the preferred stock so called for redemption, then, notwithstanding that any certificate of the preferred stock so called for redemption shall not have been surrendered for cancellation, the dividends thereon shall cease to accrue from and after the date of redemption so designated, and all rights with respect to such preferred stock so called for redemption, including any right to vote or otherwise participate in the determination of any proposed corporate action, shall forthwith after such redemption date cease and determine, except only the right of the holder to receive the redemption price therefor, but without interest.

In the event of any liquidation, dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of the preferred stock shall be entitled, before any assets of the corporation shall be distributed among or paid over to the holders of the common stock, to be paid One Hundred Dollars (\$100.00) per share, together with a sum of money equivalent to the amount of any dividends declared thereon and remaining unpaid at the date of such liquidation, dissolution or winding up of the corporation. After the making of such payments to the holders of the preferred stock, the remaining assets of the corporation shall be distributed among the holders of the common stock alone, according to the number of shares held by each. If, upon such liquidation, dissolution or winding up, the assets of the corporation distributable as aforesaid among the holders of the preferred stock shall be insufficient to permit of the payment to them of said amount, the entire assets shall be distributed ratably among the holders of the preferred stock.

Except as expressly required by law or as herein otherwise provided, the holders of the preferred stock shall have no voting power nor shall they be entitled to notice of meetings of stockholders, all rights to vote and all voting power being vested exclusively in the holders of the common stock.

SIXTH: The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Rafael Diaz Salazar William L. Shea Thomas D. Webb, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and stockholders:

The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstand ing stock.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on October 15 1960.

Thomas E. Kingston

Robert M. Dougherty

WITNESS:

John C. Holmes

George J. Fisher

DISTRICT OF COLUMBIA ) ss:

I HEREBY CERTIFY that on October 25, 1960, before me, the subscriber, a notary public of the District of Columbia, personally appeared Thomas E. Kingston, Robert M. Dougherty and George A. Fisher, and severally acknowledged the foregoing articles of incorporation to be their act.

WITNESS my hand and notarial seal or stamp the day and year last above written.



OF

## SALAZAR FURNITURE CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1960 at 1:00 o'clock P. M. as in conformity with law and ordered recorded.

## A 7164

Recorded in Liber 70, 5, folio 80, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 22.00 Recording fee paid \$ 12.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded April 21, 1961 at 12:18 P.M. Liber 10, Receipt No. 185406

ARTICLES OF INCORPORATION

OF

DEVONO'S OF MARYLAND, INC.

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, E. Stuart Bushong, whose postoffice address is Hagerstown Trust Building, Hagerstown, Maryland; Shelby J. Crawford, whose postoffice address is Route 1, Fairplay, Maryland; and Betty M. Baker, whose postoffice address is Route 3, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

DEVONO'S OF MARYLAND, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in the business of buying, selling, exchanging and dealing in clothing of every kind, nature and description and to conduct, operate, maintain, lease, buy and sell clothing stores of every kind and nature and also to buy, sell, exchange and deal in all other kinds of goods, wares and merchandise of every description.
- (b) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any nanner encumber or dispose of real property wherever situated.

- (d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stack of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation

- (f) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities, or other evidences of indebtedness created or issued by any such other corporation or association
- (g) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1531 Potomac Avenue, Hagerstown, Maryland. The name and postoffice address for the resident agent of the Corporation in this State are E. Stuart Bushong, Hagerstown Trust Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

SIXTH: The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant

to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Alfred S. Devono, Murray Friedman and Theda B. Devono.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 10th day of October, 1960.

WITNESS:

may Biologo

Stuart Bushong (SEAL)

Shelly J. Crawford (SEAL)

Betty M. Baker (SEAL)

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STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 10 day of October,
A.D., 1960, before me, the subscriber, a Notary Public in and
for the State and County aforesaid, personally appeared E. Stuart
Bushong, Shelby J. Crawford and Betty M. Baker, and severally
acknowledged the foregoing Articles of Incorporation to be their

WITNESS my hand and Official Notarial Seal.

comm. Exp. 5/1/61

Moley Rubling

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## ARTICLES OF INCORPORATION

017

DEVONO'S OF MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 11, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6934

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of

Washington County

FT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, but been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Freeze...

THE MONROE CHURCH OF CHRIST, INCORPORATED.

## Articles of Incorporation (Under Section 256-314)

First

We the undersigned:

John W. Shumaker, whose post office address is Route #1, Boonsboro, Maryland.

John C. Thomas, whose post office address is Route #1, Boonsboro, Maryland.

Leroy W. Eavey, whose post office address is Route #1, Boonsboro,

Maryland.

Earl M. Flook, whose post office address is Route #1, Boonsboro, Maryland. elected by the members of the congregation of Monroe Church of Christ, to act as trustees in name and on behalf of said congregation to manage the estate, property, interest and inheritance of same. And each being at least twenty-one years of age and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provision of the General Laws of the State of Maryland.

Second

The name of the corporation (which is hereinafter called the corporation) is, The Monroe Church of Christ, Incorporated.

Third

The Plan and Purpose of the corporation adopted at the meeting of the members of the congregation electing the trustees are as follows, to wit:

I. To adopt a seal

The seal to read Monroe Church of Christ, Inc.

The seal to be used in all official work of the church. No realestate, church house or church property can be sold, given, or loaned, unless the release is signed by all the members of the church board and carry the church seal.

If the said corporation should discontinue and disband, the said property of Monroe Church of Christ, must be sold at public sale and all proceeds sent to foreign missions bearing the same name, Church of Christ.

II. To establish a congregation of believers in Christ, which will use the New Testament Scripture as its only guide in all matters pertaining to faith and practice.

The church will be associated with other

congregations known by the same name. The primitive ordinances of Baptism and the Lord's Suppershall be observed. The former by immersion only, the latter each Lord Day (Sunday, or the first day of the week).

This corporation shall be legally independent III. of any other religious or quasi-religious organization.

This corporation shall be a non-profit religious IV. corporation, with no capital stock and will not be operated for profit.

Fourth

The number of directors shall be four (h) which number may be increased pursuant to the by-laws of the corporation; but shall never be less than four (h) or more than twenty-five (25), and the name of the directors who shall act until the first annual meeting are:

John W. Shumaker, Chairman John C. Thomas, Secretary

Leroy W. Eavey, Treasurer Earl M. Flook, Ass't. Treasurer

The board of directors of the corporation shall be known and designated as the Board of Elders and Deacons of the Monroe Church of Christ, Inc.

At the first annual meeting, the Board of Directors shall elect four (4) or six (6) trustees for a four (4) year term and at each annual meeting thereafter, the Board of Directors shall elect two (2) trustees for a four (4) year term.

Fifth

The duration of the corporation shall be perpetual.

Sixth

The church shall be located in Washington County, the mailing address of the corporation is R.F.D. #1, Boonsboro, Maryland.

The resident agent of the corporation is the minister, John W. Shumaker,

The post office address residence of the resident agent is R.F.D. #1, Boonsboro, Maryland, who is a citizen of this state and actually resides herein.

In witness whereof we, the trustees have signed this article of incorporation on 27, October, 1960.

John C. Thomas

State of Maryland, Washington County to wit:

I hereby certify that on this \_\_\_\_\_\_\_ day of October, 1960, before me, the \_\_\_\_\_\_\_ subscribers, a notary public of the State of Maryland in and for the county aforsaid personally appeared John W. Shumaker, John C. Thomas, Lercy W. Eavey, Earl M. Flook, and severally acknowledge the forgoing articles of incorporation to be thus act.

Witness my hand and Notorial Seal

ARTICLES OF INCORPORATION

THE MONROE CHURCH OF CHRIST, INCORPOR

approved and received for record by the State Department of Asses at 9:00 o'clock A. M. as in conformity November 9, 1960 of Maryland with law and ordered recorded.

7330

Recorded in Liber 42/7, folio 327, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

2222

Recorded May 11, 1961 at 12:13 P.M. Liber 10, Receipt No. 185958 HOLIDAY ACRES, INC.

## STOCK ISSUANCE STATEMENT

Holiday Acres, Inc., a Maryland Corporation, having its

Washington County
principal office at Holiday Acres, Smithsburg, Route #2, Maryland
(hereinafter called the Corporation) hereby certifies to the State
Tax Commission:

The Corporation has authorized the issuance of One
Thousand (1,000) Shares of the Common Capital Stock of the Corporation, for the following property, namely

All those lots or parcels of ground situate along the North side of the Hagerstown-Smithsburg Highway approximately 5.5 miles Eastward from the Corporate Boundary of the City of Hagerstown in District No. 7, Washington County, Maryland, and being more particularly described as follows: Lots Nos. 12, 13, 16, 17, 23, 24, 25, 27, 28, 29, 30, 31, 32, 33, 34, 41, 42, 43, 44, 45, 46, 47, 51, 52, 53, 54, 55, 60, 64, 65, 66, 67, 68, 69, 71, 72, 73, 89, 93, 94, 100, 102, 103 and 106, as shown and designated on a plat of Section A of Holiday Acres prepared by J. H. Seibert, County Surveyor, on February 7, 1957, and recorded among the Plat Records of Washington County, Maryland, in Folio No. 367.

The actual cash value of which, as determined by the Board of Directors, is not less than One Hundred Thousand (\$100,000.00) Dollars.

The actual value of the consideration to be received by the Corporation, as determined by the Board of Directors, is at least equal to the par value of the shares to be issued.

The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on June 1, 1960.

In Witness Whereof, the Holiday Acres, Inc., has caused these presents to be signed in its name and on its behalf by its

President and its Corporate Seal to be hereunto affixed and attested by its Secretary the 1st day of June, 1960.

HOLIDAY ACRES, INC.

By Merman F. Stouffer, President

Martha A. Stouffer, Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:-

I HEREBY CERTIFY, that on this day of feet, 1960, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Herman F. Stouffer, President of Holiday Acres, Inc., a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the aforegoing Stock Issuance Statement, to be the Corporate act of said Corporation; and at the same time personally appeared Martha A. Stouffer and made oath in due form of law that she was the Secretary of the Meeting of the Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true and correct to the best of her knowledge, information and belief.

AS WITNESS my hand and Notarial Seal, the day and year last above written.

Notary Public

My Commission Expires: May 1, 1961 STOCK ISSUANCE STATEMENT

OF

HOLIDAY ACRES, INC.

WASHINGTON COUNTY
RECEIVED FOR RECORD
RECEIPT NO. 1855 STATE
WAY 1 12 13 PM '61
LUBER
LAND CANOKTOCISALE
G. MERLIN SNYDER
CLERK

approved and received for record by the State Department of Assessments and Taxation of Maryland November 9, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7361

Recorded in Liber , folio 7, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

12

## STOCK ISSUANCE STATEMENT

Wayne Realty Co., Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: TheCorporation has authorized the issuance of six (6) fully paid and non-assessable shares of the Class "A" Common Stock of theCorporation of the par value of One Hundred (\$100.00) Dollars per share for the following consideration, the actual value of which is determined by the Board of Directors is not less than Six Hundred (\$600.00) Dollars, the consideration being the pre-incorporation and incorporation and organizing expenses of the Corporation.

SECOND: (a) The Board of Directors of the Corporation is by the Charter empowered to authorize the issuance of such shares of stock and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on July 28, 1960.

IN WITNESS WHEREOF, Wayne Realty Co., Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 15th day of Hovember, 1960.

WAYNE REALTY CO., INC.

ATTEST TO CORPORATE SEAL:

Lucille R. Witherspoon, Secretary

BY Robert C. Witherspoon, President



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of November, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert C. Witherspoon, President of Wayne Realty Co., Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared Lucille R. Witherspoon and made cath

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in due form of law that she was Secretary of the meeting of the Board of Directors of said Corporation at which the issuance of the stock herein mentioned was approved and that the matters and facts set forth in said extrement are true to the best of her knowledge, information and belief.

ROTAR

Chuna Chilosiis Notary Public

My commission expires: May 1, 1961

STOCK ISSUANCE STATEMENT

OF

WAYNE REALTY CO., INC.

SHINGTON COUNTY
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CEIP IN 12 12 PM '6!
IN 10 TO TO TO SALE TO THE SALE TO T

approved and received for record by the State Department of Assessment and Taxation of Maryland November 16, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7462

Recorded in Liber , folio , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.

Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles & Contag

Recorded May 11, 1961 at 12:12 P.M. Liber 10, Receipt No. 185958

ARTICLES OF INCORPORATION

ADVOCATE ROOM, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Frank Wiederhold, whose post office address is 41 Salisbury Street, Williamsport, Maryland, William A. Wiederhold, whose post office address is 20 North Vermont Street, Williamsport, Maryland, and George E. Koogle, whose post office address is 312 Avon Road, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation, which is hereinafter called the Corporation, is, "ADVOCATE ROOM, INC."

THIRD: The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

and conduct inns, restaurants, bars, taverns, night clubs, houses and buildings, and to provide therein for the reception, accommodation, lodging, refreshment, and victualing of guests, and to purchase, sell, and otherwise deal in all kinds of stock, wares and merchandise pertaining thereto; to purchase, own, hold, sell, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, buildings and all other property, both real and personal, of every kind and description, or any interest therein necessary or desirable for the carrying on of the businesses aforesaid, and to construct, equip, lease, operate, rent and manage buildings of every kind and description, as well as to do and transact such other business, subject to the laws of this, or any other state or county, that may be calculated to promote the interests of the corporation.

The powers above enumerated are in furtherance and not in limitation of the rights and privileges conferred by virtue of the provisions of the Public General Laws of the State of Maryland authorizing the formation of corporations.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is The Hamilton Hotel, Hagerstown, Maryland. The resident agent of the Corporation is Frank Wiederhold, whose post office address is 41 Salisbury Street, Williamsport, Maryland. Said resident is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three Directors, and Frank Wiederhold, William A. Wiederhold and George E. Koogle shall act as such until the first annual meeting or until their successors are chosen and qualified.

SIXTH: The total amount of authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars, divided into five hundred (500) shares of the par value of One Hundred (\$100.00) Dollars each.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of the stock of the Corporation of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration and on such terms as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this low day of Mos., A.D., 1960.

WITNESS:

Sarathy B. Hyker Hrank Miderhold

Sarathy B. Hyker William A. Wiederhold

Sarathy B. Hyker Share E Story

Reorge E. Koogle

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 10Th day of Zec. , A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frank Wiederhold, William A. Wiederhold and George E. Koogle and severally acknowledged that they executed the aforegoing Articles of Incorporation for the purposes therein contained, and that the matters and facts therein set forth are true and bona fide as therein set forth.

WITNESS my hand and Official Notarial Seal.

Derecky B. Nykes.
Notary Public

ARTICLES OF INCORPORATION

OF

ADVOCATE ROOM, INC.

of Maryland November 15, 1960 at 9:00 o'clock M. as in conformly with law and ordered recorded.

A 7450

Recorded in Liber , folio 390, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Lincuit

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Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

anla / Bonla

Recorded May 25, 1961 at 12:22 P.M. Liber 10, Receipt No. 186332

ARTICLES OF SALE

# THIS IS TO CERTIFY:

- 1. That MB Enterprises Inc., a Maryland corporation, Transferor, has sold unto Harry F. Vollmer, III and Margaret Vollmer, his wife, Transferee, all of said Transferor's property and assets, the same being the business known as Snow White Laundromat situate in Hancock, Washington County, Maryland.
- 2. That the names of the Transferees are Harry F. Vollmer, III and Margaret Vollmer, his wife, their post office address being Fountain Head Heights, Hagerstown, Maryland and the principal place of business of said Transferee being the Second National Bank Building, Hagerstown, Maryland.
- 3. That the Transferor is MB Enterprises Inc., a corporation duly incorporated under the laws of the State of Maryland and the Transferees are residents of the State of Maryland.
- 4. That the total purchase price for the above mentioned property is Twenty-Four Thousand (\$24,000.00) Dollars which sum has been fully paid by the Transferees to the Transferor in cash.
- 5. That the office of the Transferor is located at the home of the President, John T. Reynold, 517 Mayfair Avenue, Hagerstown, Washington County, Maryland and all of its business is conducted in said Washington County, Maryland, all of its personal property is situate in Washington County, Maryland, and there is no real estate owned by the Transferor.
- 6. That these Articles of Sale are drawn to comply with the provisions of Section 70, Art. 23 of the Annotated Code of Maryland 1957 edition.
- 7. That this transfer was duly advised by the Board of Directors and authorized and approved by the stockholders of the Transferor corporation in the manner and by yote required by the laws of the State of Maryland.

WITNESS THE CORPORATE NAME OF THE TRANSFEROR DULY SIGNED OF JOHN T. REYNOLD, ITS PRESIDENT, AND ITS CORPORATION SEAL HEREUNTO AFFIXED AND DULY ATTESTED BY ITS SECRETARY, FLORENCE BERNADINE BLICKENSTAFF, AND THE HANDS AND SEALS OF THE TRANSFEREES, THIS 29th DAY OF December , A.D., 1960.

(CORP. SEAL)

MB ENTERPRISES INC.

BY John Thomas Reynold, PRES.

HARRY I. VOLLMER, III

Margatet (believe (SEAL)
MARGARET VOLLHER, TRANSFEREES

ATTEST:

Florence B. Blickenstoff, FLORENCE B. BLICKENSTOFF, SECRETARY

WITNESS Pearl L. Gehr.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 29th day of December, A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John Thomas Reynold, President of MB Enterprises Inc., and made oath in due form of law that he was the Chairman of the special meeting of the stockholders of MB Enterprises Inc., at which meeting the aforegoing Articles of Sale were approved and that the matters and facts set forth in the aforegoing Articles of Sale with respect to authorization and approval on the part of the Transferor are true to the best of his knowledge, information and belief.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Poul L. Gehr Notary Public Pearl L. Gehr

MY COMMISSION EXPIRES: May 1,1961.

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 29th day of December, A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry F. Vollmer, III and Margaret Vollmer, his wife, and made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Sale with respect to authorization and approval on the part of the Transferees are true to the best of their knowledge, information and be-

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Peal L. Gol. Notary Public Pearl L. Gehr.

MY COMMISSION EXPIRES: May 1,1961.

ARTICLES OF SALE

OF

MS ENTERPRISES INC. - a Md. corp. Transferor

HARRY F. VOLLMER, 111 AND MARGARET VOLLMER, HIS WIFE - Transferees, (Individuals)

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8133

Recorded in Liber 3, folio 32, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00...

To the clerk of the Circuit

Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been exceived approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Abaul Mille

Recorded May 25, 1961 at 12:22 P.M. Liber 10, Receipt No. 186332

POTOMAC TEXTILE SUPPLY CORPORATION

ARTICLES OF AMENDMENT

Potomac Textile Supply Corporation, a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIR ST: The charter of the Corporation is hereby amended by striking out "Potomac Textile Supply Corporation" of the Articles of Incorporation and inserting in lieu thereof the following:

POTOMAC CHEMICAL CORP.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on the 17th day of November, 1960, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on November 30, 1960.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stock-holders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Potomac Textile Supply Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the /s/- day of December, 1960.

POTOMAC TEXTILE SUPPLY CORPORATION

By Con Miles Alfred Geber, President

Attest:

Lillian Geber, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:-

I HEREBY CERTIFY, that on this at day of December, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared Alfred Geber, President of Potomac Textile Supply Corporation, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Lillian Geber and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Notarial Seal, the day and year last above written.

Alice K. Huntzberry, Notary Public

My Commission Expires: 5/1/61

#### ARTICLES OF AMENDMENT

POTOMAG TEXTILE SUPPLY CORPORATION Chn die its name to POTOMAC CHEMICAL CORP.

approved and received for second by the State Department of Assessments and Taxation of Maryland December 5, 1960 at 9:00 o'clock AM. as in conformity with law and ordered recorded.

A 7700

Recorded in Liber 22, folio, one of the Charter Records of the State.

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

MARINE AND FLECTRONICS MANUFACTURING, INCORPORATED

ARTICLES OF AMENEMENT

Marine Flectronics Manufacturing, Incorporated, a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, hereinafter called, "Corporation" hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Articles of Incorporation of the Corporation are amended by striking out Article SIXTH of the Articles of Incorporation and inserting in lieu thereof the following:

"SIKTH: The total amount of the authorized capital stock of the corporation is \$100,000.00 par value divided into one million shares of the par value of ten cents (10¢) each."

SPCOM: The Board of Directors of the Corporation at a meeting duly held and co vened on November 10, 1960 adopted a resolution eclaring that the said amendment of the articles of Incorporation was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the corporation to be held on December 1st, 1960.

of lirectors and notice the sof being valved by all the tockholders was held at Foom 502, econd Mational Bank Building, Hagerstown, Maryland, on December 1, 1960, at which meeting the stockholders of the corporation by the unanimous affirmative vote of all the shares of stock of the corporation outstanding and entitled to vote approved and adopted the amendment of the A ticles of Incorporation of the Corporation as hereinbefore set forth.

FOURTH: The amendment of the Articles of Incorporation of the corporation as hereinbefore set forth has been uly advised by the Board of Directors and approved by the stockholders of the corporation.

FIFTH: A. The total number of all classes of stock of the corporation heretofore authorized and the number and par value of the shares of each class are as follows:

- 1. 300,000 shares of Class A common, non-voting stock, having a par value of ten cents per share.
- 2. 100,000 shares of Class B common voting stock of the par value of ten cents per share.
- B. The total number of shares of the classes of stock of the corporation as amended is as follows:

One million shares of common stock of the aggregate par value of \$100,000.00 each share of said common stock having a par value of ten cents.

C. A description of each class of stock of the corporation with the voting powers, restrictions, and other rights of each class of the authorized capital stock as increased are as set forth in Article FIRST he eof.

In witness whereof the Marine and Electronics Manufacturing, Incorporated, has caused these Articles of Amendment to be signed by its President, Warren A. Shuping, and its corporate seal hereto affixed by Catherine J. Shuping, its secretary, this secretary, this search of December, A.D., 1960.

MA INE AND LECTIONICS
MANUFACTURING, INCORPORTED

By Havren O Mugning Warren 1. Shuping, President

ATTEST AS TO CORPORATE STAL:

Catherine J Shupin Secretary

STATE OF MARYLAND, WAS HINGTON COUNTY, To-wit:

I HERY CULTIFY, That on this & day of December, A.T., 1960, before me, the subscriber, a Not ry Public in and for the

State and County aforesaid, personally appeared Warren A. Shuping President of Marine and Electronics Manufacturing, Incorporated, and in behalf of and in the name of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time also appeared Catherine J Shuping and made oath in due form of law that she was the secretary of the meeting of the stockholders of the corporation at which time the Amendment of the Irticles of Incorporation set forth in these Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true and correct to the best of her knowledge, information and belief.

WITH S5 my hand and O ficial Motarial Seal.

Burely B. Higher Public

SEAL 1959



ARTICLES OF AMENDMENT

OF

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland December 9, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7774

Recorded in Liber 7, folio 7, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

Charles Herry

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded May 25, 1961 at 12:22 P.M. Liber 10, Receipt No. 186332

ARTICLES OF INCORPORATION

OF

THE KIWANIS FOUNDATION OF HAGERSTOWN, MARYLAND, INC.

THIS IS TO CERTIFY:

That we, the subscribers, Guy S. Kidwell, whose post office address is 16 East Antietam Street, Hagerstown, Maryland; Warren H. Bitner, whose post office address is P. O. Box 808, Hagerstown, Maryland, and Bruce C. Lightner, whose post office address is 502 Second National Bank Building, Hagerstown, Maryland, all being of full legal age, being desirous of forming a corporation for charitable and philanthropic purposes, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

FIRST: The name of this organization shall be, "THE KIWANIS FOUNDATION OF HAGERSTOWN, MARYLAND, INC."

SECOND: The location of the corporation shall be Hagerstown, Washington County, State of Maryland.

THIRD: The corporation shall have perpetual existence.

FOURTH: The corporation is formed for charitable, educational scientific and religious purposes exclusively. For these purposes the corporation shall have the following powers:

Section 1: To receive gifts, contributions, bequests and devises of funds and other property, and to hold, accrue, manage, administer, invest, sell and reinvest the same and use the income therefrom and the principal for such charitable, educations, scientific and religious purposes as may, from time to time, be determined by the Board of Directors of the Corporation.

Section 2: To acquire, establish and maintain institutions and agencies which may tend to advance the objects of the corporation,

to contribute to the support of charitable, educational, scientific and religious institutions and agencies, and to expend money for the charitable, educational, scientific and religious purposes.

Section 3: To invest and reinvest any principal or income in bonds, stocks, mortgages, real estate or any interest or estate therein, securities and any other medium of investment without limitation, and to deal with and expend the income and the principal of the corporation in such manner as in the absolute judgment of its Board of Directors will best promote its objects and purposes.

Section 4: To borrow or raise money for any of the purposes of the corporation.

<u>Section 5</u>: The above granted powers to the corporation are in furtherance and not in limitation of the general powers conferred by law upon the corporation.

Section 6: Neither the income nor the principal of the corporation's funds may be used for carrying on propaganda, or otherwise attempting, to influence legislation. All of the direct charitable, educational, scientific and religious activities of the corporation shall be carried on within the United States of America or its possessions exclusively. All of the charitable, educational, scientific and religious institutions and agencies to which contributions may be given by the corporation shall be only such that are created or organized in the United States or in any possessions thereof or under the laws of the United States or any State or Territory or any possession of the United States, and such that the contributions will be used within the United States of America or its possessions, exclusively.

<u>Section 7</u>: Expenditure from the income and principal of the corporation shall be made as determined by the Board of Directors of the corporation and shall include but not be limited to the following specific uses and purposes:

- 1. To expend its funds for the care, treatment and rehabilitation of crippled or otherwise handicapped persons, particularly children: to furnish funds to schools, hospitals, or other institutions, or to individuals, associations, or groups, for the care, treatment, education and support of such persons, and for the purpose of research into such care, treatment and education; to furnish to such crippled or otherwise handicapped persons such aids and appliances as may be necessary or advisable to assist them in carrying on their activities, and to furnish such aids and appliances either directly or through such institutions or others as named above.
- To pay the cost of transportation, care and treatment of such persons to and in such institutions as may be suitable.
- 3. To carry on programs of sports, hobbies and other activities among children and young people for the purpose of furnishing wholesome recreation or other activities for such persons.
  - 4. To combat juvenile delinquency by any appropriate means.
- 5. To carry on educational and scientific projects for students; to raise funds for providing scholarships to needy students and to make such scholarships available either as gifts or as a loan.
- 6. To raise and collect funds necessary for the carrying out of any of its purposes by any lawful means.
- 7. To do all other things necessary, desirable or useful in carrying out the above purposes.

FIFTH: The membership of this corporation shall consist of the members of the Kiwanis Club of Hagerstown, Maryland, Inc.

SIXTH: The post office address of the place at which the principal office of the corporation in this State will be located is: Hagerstown, Maryland. The resident agent of the corporation is: Bruce C. Lightner, whose post office address is 502 Second National Bank Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SEVENTH: The corporation shall have no capital stock and no part of the corporation's income or principal shall inure to the private benefit of any individual except in payment for authorized services for the administration and conduct of the affairs of the corporation or in carrying out its charitable, educational, scientific and religious purposes.

EIGHTH: <u>Section 1</u>: The corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

Section 2: Such Bylaws may be amended by a majority vote of the membership present at any regular meeting or any special meeting called for that purpose.

Section 3: Neither the bylaws of the corporation nor any amendment thereto shall become effective until approved by Kiwanis International.

NINTH: <u>Section 1</u>: The property of the corporation shall be held and its business affairs managed and controlled by a Board of Directors, the number, method of selection and term of office of whom shall be determined as set forth in the Bylaws.

Section 2: The following persons shall act as Directors of the corporation until the first annual meeting, or until their successors are duly elected: Warren H. Bitner, James A. Boyer, Wilson R. Caskey, William H. Clowser, Jr., Waldron E. Dando, Thomas V. Dwyer, Atlee C. Kepler, Guy S. Kidwell, Bruce C. Lightner, Woodford T. Norment, Claude M. Potterfield, P. L. Russell and R. Allard Stallknecht.

TENTH: The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws.

FLEVENTH: Section 1: The annual meeting of the membership for the election of directors shall be held at such time and place as the corporation, by its Bylaws, shall determine.

Section 2: Ten members shall constitute a quorum for the holding of any meeting.

TWELFTH: In the event of dissolution, the assets of this corporation after paying all obligations, shall be transferred to:

- 1. A State, a Territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes, or
- 2. A corporation, trust, or community chest, fund or foundation:
- A. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;
- B. Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;
- C. No part of the net earnings of which inures to the benefit of any private shareholder of individual; and
- D. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization, listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph B.

THIRTEENTH: Section 1: These Articles of Incorporation may be amended at any regular weekly meeting of the membership, or special meting called for that purpose, by an affirmative vote of two-thirds of the members present, provided that notice of intent to submit such amendments shall have been given to the membership at least six weeks prior to such meeting date.

Section 2: No amendment to these Articles of Incorporation shall be made until consented to by Kiwanis International.

IN WITNESS WHEREOF, we, Guy S. Kidwell, Warren H. Bitner, and Bruce C. Lightner, being all of the incorporators hereinabove named, have hereunto set our respective hands and seals this day of Management, A.D., 1960.

Witness:

Marity B. Steffer Struct & Gither (SEAL)

According to Steffer Warren H. Bitner

Secretar B. Steffer Bur of C. SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this / day of header, A.D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Guy S.Kidwell, Warren H. Bitner, and Bruce C. Lightner, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Dorothy B. Hykes, Notary Publi

Bruce C. Lightner

STATE OF MB.
WASHINGTON COUNTY
NECENTED FOR RECORD
NECENTED FOR RECORD
NAME OF MB.

WASHINGTON BOUNTY
NECENTED FOR RECORD

WASHINGTON STREET

WASHINGTON STREET

CLARE TO THE COUNTY

WASHINGTON BOUNTY

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ARTICLES OF INCORPORATION

OF

THE KIWANIS FOUNDATION OF HAGERSTOWN, MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 15, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7679

Recorded in Liber 220, folio 60/, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the

Circuit

Court of

Washington County

March Ments

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

OF

## THE VOLLMER CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harry F. Vollmer III, whose postoffice address is 771 Preston Road, Hagerstown, Maryland, Margaret J. Vollmer, whose postoffice address is 771 Preston Road, Hagerstown, Maryland, and Harry F. Vollmer, Jr., whose postoffice address is 116 West University Parkway, Baltimore 10, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

### THE VOLLMER CORPORATION

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To carry on in the Town of Hancock, in the County of Washington and elsewhere, the business of a coin-operated, automatic, self-service laundry, and to buy, sell, hire, manufacture and repair, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds, which are capable of being used for any such purposes.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

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- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

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- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or

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other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

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FOURTH: The postoffice address of the principal office of the Corporation in this State is Room 307, Second National Bank Building, Hagerstown, Maryland. The resident agent of the Corporation is Harry F. Vollmer III, whose postoffice address is Room 307, Second National Bank Building, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is ten thousand shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three directors and Harry F. Vollmer III, Margaret J. Vollmer and Harry F. Vollmer, Jr. shall act as

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such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; and to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be

authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time out-standing, by vote at a meeting or in writing with or without a meeting.

- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- (f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in anyone or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 5th day of Meanter, A.D. 1960.

WITNESS:

Barbara Mac Wolford

I HEREBY CERTIFY, That on this 5th day of Alexander, A.D. 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry F. Vollmer III, Margaret J. Vollmer and Harry F. Vollmer, Jr., and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Barbara Mae Wolford

Notary Public

ly, Commission Expires:

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7725

Recorded in Liber 222, folio 75, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WEINESS my hand and seal of the said Department at Baltimore.

Charle & Borly

Recorded May 25, 1961 at 12:23 P.M. Liber 10, Receipt No. 186332
ARTICLES OF INCORPORATION

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A. J. THIEBLOT AND ASSOCIATES, INC.

This is to Certify:

FIRST: That we, the subscribers Armand J. Thieblot whose postoffice address is 1675 Fountain Head Road, Hagerstown, Maryland,
Eva P. Thieblot, whose postoffice address is 1675 Fountain Head
Road, Hagerstown, and Robert J. Thieblot whose postoffice
address is 521 Epsom Road, Towson 4, Maryland, all being at least
twenty-one years of age, do under and by virtue of the General
Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation" is:

A. J. Thieblot and Associates, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To design, make, build, construct, manufacture, purchase, lease or otherwise acquire, hold, own, improve, repair, service, manage, operate, mortgage, sell, or otherwise dispose of missiles, space vehicles, and aircraft of any and all kinds and any and all kinds of engines, propellers, equipment, instruments and accessories and other devices, appliances, apparatus and mechanisms whether now known or hereafter invented or developed, used or useful in connection with air or space navigation or transportation or in aid thereof.

To maintain and operate plants, laboratories and establishments for testing, developing and improving the design and construction of any and all kinds of missiles, space vehicles and aircraft, engines, propellers, equipment, instruments and accessories and other devices, appliances, apparatus, and mechanisms whether now known or hereafter invented or developed, used or useful in connection with air or space navigation or transportation, or in aid thereof, to discover and apply new or improved engineering principles relating thereto and generally to conduct, carry on and engage in any and all kinds of research and experimental work in or in connection with any and all branches of the art or science of aeronautics and serodynamics, and of astronautics and the sciences of space and of any or all related arts or sciences.

To design, promote, finance, build, construct, complete, equip, purchase, lease or otherwise acquire, hold, own, maintain, improve, extend, manage, operate, mortgage, sell, or otherwise dispose of airports, aircraft landing fields, flying fields, hangars, service stations, airdromes, airways, beacons and all other facilities for air or space navigation of any kind, character or description whether now known or hereafter invented or developed.

To consult and advise on all matters pertaining to the manufacture, development, purchase, operation, use, maintenance, and sale of missiles, space vehicles and aircraft, engines and power plants, parts, appliances and accessories related thereto and any and all other means of transportation or conveyance of persons or property by air, land or water; to employ and furnish the services of engineers and to assist any person, firm, partnership, association or corporation by furnishing expert technical advice and assistance on all matters of manufacturing, building, engineering, designing, operating, maintaining, servicing and selling of the products and materials hereinbefore referred to.

- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may by authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises

or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges or ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge

or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 1675 Fountain Head Road, Hagerstown, Maryland. The resident agent of the Corporation is Robert J. Thieblot, whose postoffice address is 521 Epson Road, Towson 4, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is nine thousand six hundred (9,600) shares, divided into one hundred (100) shares of Preferred Stock of the par value of one hundred dollars (\$100.00) each, and nine thousand five hundred (9,500) shares of Common Stock of the par value of one dollar (\$1.00) each. The aggregate par value of all shares having par value of all classes is nineteen thousand five hundred dollars (\$19,500).

#### Preferred Stock

- (a) Dividends. The holders of the Preferred Stock shall be entitled to receive from the surplus or net profits of the Corporation, when and as declared by its Board of Directors, dividends at the rate of seven dollars (\$7.00) per share per annum, payable quarterly on the first day of January, April, July and October in each year. Such dividends shall be cumulative, accounting from the date of issue of each share of stock, and shall be payable for the current and all previous years before any dividends shall be paid or set apart on the Common Sotck. The Preferred Stock shall be entitled to participate in like manner as the Common in all dividends, in whatever form declared, which shall be paid or set apart on the Common Stock, and every such share of Preferred Stock shall for the purposes of this paragraph be taken as the equivalent of four (4) such shares of Common Stock and shall participate accordingly.
- (b) Preferences upon Liquidation. In the event of liquidation dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Preferred Stock shall be entitled to receive out of the assets before any other distribution to shareholders, a sum equal to one hundred dollars (\$100.00) for each such share plus all accumulated and unpaid dividends thereon.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this clause.

- (c) Voting Rights. Except as otherwise provided by law, the holders of record of the Preferred Stock shall be entitled to vote in all proceedings in which action shall be taken by Stockholders of the Corporation, in like manner as the holders of the Common Stock and on an equal basis therewith, share for share, except that each share of the Preferred Stock shall entitle the holder of record thereof to one hundred (100) votes.
- (d) Conversion Privilege. The holders of the Preferred Stock of the Corporation may, at any time, at their option, convert each such share of Preferred Stock into fifty (50) shares of the Common Stock of the Corporation.

#### Common Stock

Subject to the foregoing provisions, dividends may be declared on the Common Stock, and each share of Common Stock shall entitle the holder of record thereof to one (1) vote in all proceedings in which action shall be taken by Stockholders of the Corporation.

SIXTH: The Corporation shall have three directors and Armand J. Thieblot, Eva P. Thieblot and Robert J. Thieblot shall act as such until the first annual meeting, or until their successors are suly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

The Board of Directors is hereby empowered to authorize the issuance of -

- (a) One hundred (100) full paid and non-accessable shares of the Preferred Stock of the Corporation of the par value of one hundred dollars (\$100.00) a share for the following consideration, the value of which consideration is stated hereby to be not less than eight thousand dollars (\$8,000.00), namely: One thousand (1,000) shares of the capital stock of the Vitro Corporation of America.
- (b) Nine thousand five hundred (9,500) full paid and non-accessable shares of the Common Stock of the Corporation of the par value of one dollar (\$1.00) a share for the following consider ation, the value of which consideration is stated hereby to be not less than nine thousand five hundred dollars (\$9,500.00), namely: compensation for services actually performed on behalf of the Corporation.

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Boar of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the ex-

istence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (a) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

- (f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 6, 1960
Witness:

Edward C. Mackie

armant Thullst

Edward C. Mackie

Eva P. Thieblot

Edward C. Mackie

Robert J. Thillot

STATE OF MARYLAND

Man Tronk

THIS IS TO CERTIFY, that on the bould 6,1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared Armand J. Thieblot, Eva P. Thieblot and Robert J. Thieblot and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

Witness my hand and Notarial Seal, the day and year last written above.

Edward Charles

ARTICLES OF INCORPORATION

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THIEBLOT AND ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 6, 1960 at 3:45 o'clock P. M. as in conformity with law and ordered recorded.

# A 7736

Recorded in Liber #222, folio 335, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20,00 Recording fee paid \$ 16,00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded May 25, 1961 at 12:23 F.M. Liber 10, Receipt No. 186332

ARTICLES OF INCORPORATION

OF

## "EICHELBERGER'S TELEVISON, INCORPORATED"

#### THIS IS TO CERTIFY:

- 1. That we, Richard Kenneth Eichelberger, Rt. 2,
  Williamsport, Washington County, Maryland; Ferne J. Mills, Rt. 2
  Williamsport, Washington County, Maryland; and Harold H. Hoffman,
  Room 308 Wareham Building, 138 W. Washington Street, Hagerstown,
  Washington County, Maryland, all being of full legal age, do
  under and by virtue of the General Laws of the State of Maryland,
  authorizing the formation of corporations, associate ourselves
  with the intention of forming a corporation.
  - 2. The name of the corporation is:

## "EICHELBERGER'S TELEVISION, INCORPORATED"

3. The purposes for which and any of which this corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A- To manufacture, purchase, sell both wholesale and retail, service and repair television and radio equipment and parts of all kinds and description.

B- To purchase and sell wholesale all types of electronic and electrical equipment and tools, machinery, in fact, to buy and sell and service and repair all merchandise having any relation to the electrical-radio-television and electronics industry.

C- To engage in and carry on a business of importing, exporting, manufacturing, producing, buying and selling and otherwise dealing in and with goods, wares, merchandise of any and every class or description.

D- To engage in and carry on any other business which may be conveniently included in connection with any of the business of this corporation which business is principally the buying and selling of television and radio equipment and parts of all

kinds, and electronic equipment, tools and machinery of all kinds.

E- To purchase, lease, hire or otherwise acquire, hold or develop, improve and dispose of and to aid and subscribe towards the acquisition, development or improvement of any real and personal property and rights and privileges and therein suitable or convenient for any of the business.

F- To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate and to aid and subscribe towards the acquisition of, construction and improvement of mills, factories, plants, works, buildings, machinery and equipment and facilities or any other property or appliances which may appertain or be used for and in the conduct of any of the business of the corporation.

G- To acquire all or any part of the good will, rights, property and business of any person, firm or organization, association or corporation heretofore or hereafter engaged in, any business similar to any business which the corporation has the power to conduct and so hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired and to assume in connection therewith any liability of any such person, firm, association or corporation.

H- To apply for and obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, trademakes, rights, processes, formulae and the like which may seem capable of being used for any of the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

I- To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust certificates for any share of stock of, or any bonds of other

securities or evidences of indebtedness issued or created by any other corporation or association, organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the Corporation.

J- And in general to carry on any lawful business and to have and exercise all powers, rights, privileges carried on, conferred upon the corporation of this character by the said general laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon a corporation of this character by the General Laws now or hereafter enforced; the enumeration of certain powers as herein specified are not intended to exclude any such powers, rights or privileges.

- 4. The principal office of said Corporation in the State of Maryland will be located at 882 Virginia Avenue, in Hagerstown, Washington County, Maryland, and the resident agent of said Corporation in the State of Maryland is Richard Kenneth Eichelberger, whose address is Rt. 2, Williamsport, Maryland, said agent is a resident of the State of Maryland, and actually resides therein.
- 5. The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars; of Of the authorized capital stock, there shall be live Hundred shares (500) of the par value of One Hundred (\$100.00) Dollars

per share in common stock.

The following is a description of the class of stock with the voting powers, restrictions and qualifications thereof:

## COMMON STOCK

The Common Stock shall be vested with exclusive voting power for the election of the Directors and for all other purposes except as may be otherwise provided by Statute.

And the Board of Directors shall have the power subject to any limitations or restrictions set forth in the Charter and to the limitations or restrictions set forth with respect to Charter Amendments to classify or reclassify any unissued stock by fixing or altering in any one or more specified respects from time to time before the issuance of said stock the preference voting powers, instructions and qualifications of, the fixed annual dividends on and the terms and prices of redemption of such stock.

- 6. The Board of Directors are hereby empowered to authorize the issuance from time to time of not exceeding Five Hundred (500) shares fully paid and non assessable shares of Common Stock of the Corporation for money not less than One Hundred (\$100.00) Dollars per share thereof subject to such restrictions, if any, as may be set forth in the By-laws of the Corporation.
- 7. The said Corporation shall have three (3) directors, Richard Kenneth Eichelberger, Ferne J. Mills and Harold H. Hoffman who shall act as such until the First Annual Meeting or until their successors are duly chosen and qualified.
- 8. The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors who shall dictate its general business policy, and subject to any provisions of the Laws of the State of Maryland, or to the vote of

its stockholders to determine all matters and questions pertaining to the business and affairs. In addition to the aforesaid business powers and to the powers conveyed by the Statute, the Board of Directors shall have the power to fix and vary amounts to be reserved as working capital; to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in; to determine whether any, and if any, what part of any surplus or net profits shall be declared in dividends, and when to be paid to the stockholders; and at its discretion the Board of Directors may use and apply any surplus, or accumulated profits in purchasing or acquiring bonds or other obligations.

9. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders;

The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Two Hundred Twenty shares of fully paid and mon-assessable stock of the par value of One Hundred (\$100.00) Dollars each of Common Stock to Mr. Richard Kenneth Eichelberger, for the following consideration, Twenty-two Thouand (\$22,000.00) Dollars interest of the business conducted by the said Richard Kenneth Eichelberger, individually, at 882 Virginia Avenue, Hagerstown, Maryland, doing business as Eichelberger's T.V. Sales and Service, which consists of the stock parts and equipment, supplies, typewriter, adding machine, stationery, etc., located at the place of business, 882 Virginia Avenue, Hagerstown, Maryland.

10. The Board of Directors are hereby empowered to authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized for such considerations as the Board of Directors may deem advisable subject to such restrictions or limitations if any as set forth in the By-Laws of the Corporation.

- 11. The duration of the Corporation shall be perpetual.
- 12. The above granted powers to the Corporation and Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Board of Directors of the Corporation.

IN WITNESS WHEREOF, We have hereunto set our hands and Seals this Total day of December, A. D., 1960.
WITNESS:

Tickan tenneth Eichelberg (SEAL)
RICHARD KENNETH EICHELBERGER

Fune mille

(SEAL)

FERNE Ø. MILLS

Wargaret Streen Harld H. Hoffman (SEAL HAROLD H. HOFFMAN)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

On this day of December, A. D., 1960, before me, the undersigned Officer, a Notary Public of the State and County aforesaid, personally appeared Richard Kenneth Eichelberger, Ferne J. Mills and Harold H. Hoffman, all of whom being personally known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and did acknowledge the aforegoing to be their joint and respective act and deed, and further that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Comm. Ex: May 1, 1961

Margaret S. Greene, Notary Public

My Comm.

ARTICLES OF INCORPORATION

BERGER'S TELEVISION, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland December 9, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

7776

Recorded in Liber 422, folio 575, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Mules Marky Director

Recorded May 25, 1961 at 12:23 P.M. Liber 10, Receipt No. 186332

ARTICLES OF INCORPORATION

OF

## KIDDIE KLOTHES INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Goldie Kaplan, whose post office address is 43 South Potomac Street, Hagerstown, Maryland, Charles B. Carter, whose post office address is 125 North Avenue, Hagerstown, Maryland and Jacob B. Berkson, whose post office address is 74 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

## KIDDIE KLOTHES INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) To own, maintain, conduct, operate, and carry on the retail business of selling children's clothes and, in the course of the business, to buy, sell, ship, store, and otherwise use, deal in, acquire, and dispose of every kind of children's clothes or equipment necessary or convenient to the operation and conduct of the said retail business.
- (B) To HANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, HOLD, MORTGAGE, PLEDGE, SELL, TRANSFER, OR IN ANY HANNER EN-CUMBER OR DISPOSE OF GOODS, WARES, MERCHANDISE, IMPLEMENTS AND OTHER PERSONAL PROPERTY OR EQUIPMENT OF EVERY KIND.
- (C) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (D) To CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, WARES AND MERCHANDISE OF EVERY DESCRIPTION.
- (E) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts,

GOOD-WILL, FRANCHISES AND ASSETS OF EVERY KIND, OF ANY CORPORATION, CO-PARTNERSHIP OR INDIVIDUAL (INCLUDING THE ESTATE
OF A DECEDENT), CARRYING ON OR HAVING CARRIED ON IN WHOLE
OR IN PART ANY OF THE AFORESAID BUSINESSES OR ANY OTHER BUSINESSES THAT THE CORPORATION MAY BE AUTHORIZED TO CARRY ON,
AND TO UNDERTAKE, GUARANTEE, ASSUME AND PAY THE INDEBTEDNESS,
AND LIABILITIES THEREOF, AND TO PAY FOR ANY SUCH PROPERTY,
RIGHTS, BUSINESS, CONTRACTS, GOOD-WILL, FRANCHISES OR ASSETS
BY THE ISSUE, IN ACCORDANCE WITH THE LAWS OF MARYLAND, OF
STOCK, BONDS, OR OTHER SECURITIES OF THE CORPORATION OR OTHERWISE.

- (F) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (G) To purchase or otherwise acquire, hold and reISSUE shares of its capital stock of any class; and to purChase, hold, sell, assign, transfer, exchange, lease, hortGage, pledge or otherwise dispose of, any shares of stock
  of, or voting trust certificates for any shares of stock of,
  or any bonds or other securities or evidences of indebtedNess Issued or created by, any other corporation or association, organized under the laws of the State of Maryland or
  of any other state, territory, district, colony or dependence
  of the United States of America, or of any foreign country;
  and while the owner or holder of any such shares of stock,
  voting trust certificates, bonds or other obligations, to
  possess and exercise in respect thereof any and all the
  rights, powers, and privileges of ownership, including the
  right to vote on any shares of stock so held or owned; and
  upon a distribution of the assets or division of the profits
  of this Corporation, to distribute any such shares of stock,
  voting trust certificates, bonds or other obligations, or
  the proceeds thereof, ahong the stockholders of this Corporation.
- (H) To GUARANTEE THE PAYMENT OF DIVIDENDS UPON ANY SHARES OF STOCK OF, OR THE PERFORMANCE OF ANY CONTRACT, BY, ANY OTHER CORPORATION OR ASSOCIATION IN WHICH THE CORPORATION HAS AN INTEREST, AND TO ENDORSE OR OTHERWISE GUARANTEE THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, OF ANY BONDS, DEBENTURES, NOTES, SECURITIES OR OTHER EVIDENCES OF INDEBTEDNESS CREATED OR ISSUED BY ANY SUCH OTHER CORPORATION OR ASSOCIATION.
- (I) To Loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful con-

SIDERATION, AND TO SECURE THE PAYMENT THEREOF AND OF THE INTEREST THEREON, BY MORTGAGE UPON, OR PLEDGE OR CONVEYANCE OR ASSIGNMENT IN TRUST OF, THE WHOLE OR ANY PART OF THE PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED; AND TO SELL, PLEDGE, DISCOUNT OR OTHERWISE DISPOSE OF SUCH BONDS, NOTES OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

- (J) To CARRY ON ANY OF THE BUSINESSES HEREINBEFORE ENUMERATED FOR ITSELF, OR FOR ACCOUNT OF OTHERS, OR THROUGH OTHERS FOR ITS OWN ACCOUNT, AND TO CARRY ON ANY OTHER BUSINESS WHICH MAY BE DEEMED BY IT TO BE CALCULATED, DIRECTLY, OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES, OR ANY OF THEM, OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.
- (K) To carry out all or any part of the aforesaid purposes, and to conduct its busienss in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business hentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 43 South Potomac Street, Hagerstown, Maryland. The resident agent of the Corporation is Goldie Kaplan, whose post office address is 43 South Potomac Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 10,000 SHARES (TEN THOUSAND) OF THE PAR VALUE OF TEN (\$10.00) DOLLARS EACH, ALL OF WHICH SHARES ARE OF ONE CLASS, AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Goldie Kaplan, Charles B. Carter and Jacob B. Berkson.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCK-HOLDERS:

- (A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HEREBY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, FOR SUCH CONSIDERATIONS AS SAID BOARD OF DIRECTORS MAY DEEN ADVISABLE, IRRESPECTIVE OF THE VALUE OR AMOUNT OF SUCH CONSIDERATIONS, BUT SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.
- (B) THE BOARD OF DIRECTORS SHALL HAVE POWER, FROM TIME TO TIME, TO FIX AND DETERMINE AND TO VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION; TO DETERMINE WHETHER ANY, AND IF ANY, WHAT PART OF THE SURPLUS OF THE CORPORATION OR OF THE NET PROFITS ARISING FROM ITS BUSINESS SHALL BE DECLARED IN DIVIDENDS AND PAID TO THE STOCKHOLDERS SUBJECT, HOWEVER, TO THE PROVISIONS OF THE CHARTER, AND TO DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY OF SUCH SURPLUS OR NET PROFITS. THE BOARD OF DIRECTORS MAY IN ITS DISCRETION USE AND APPLY ANY SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEN EXPEDIENT.
- (C) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS CHANGING THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHOR-IZED BY THE HOLDERS OF FOUR-FIFTHS OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance to Goldie Kaplan of two thousand (2000) fully paid and non-assessable shares of the par value of Ten Dollars (\$10.00) per share for the following consideration:

THE ASSIGNMENT AND TRANSFER TO THE CORPORATION

OF ALL RIGHT, TITLE AND INTEREST OF GOLDIE KAPLAN TRADING AS KIDDIE KLOTHES, OF ALL THE TANGIBLE ASSETS OF SAID BUSINESS COMPRISING THE RETAIL BUSINESS OF SELLING CHILDREN'S CLOTHES CONDUCTED AT 43 SOUTH POTOMAC STREET, HAGERSTOWN, MARYLAND, AND INCLUDING THE ACCOUNTS RECEIVABLE, FURNITURE, FIXTURES, INVENTORY AND ANY AND ALL OTHER ASSETS OF SAID BUSINESS AND SUBJECT TO ALL ACCOUNTS PAYABLE AND OTHER OBLIGATIONS OF SAID BUSINESS.

THE ACTUAL VALUATION OF SAID CONSIDERATION HEREBY FIXED BY THE INCORPORATORS IS NOT LESS THAN

NINTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 7th DAY OF December , A.D., 1960.

WITNESS:

Book L. Gehr Pearl L. Gehr

Pearl L. Gehr

Pocal L. Gahr

GOLDIE KAPLAN

Charles B. CARTER

JACOB B. BERKSON

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 7th day of December, A.D., 1960, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Goldie Kaplan, Charles B. Carter and Jacob B. Berkson, who severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS MY HAND AND NOTARIAL SEAL THE DAY AND YEAR LAST ABOVE WRITTEN.

Notary Public, Pearl L. Gehr.

My Commission expires: May 1, 1961

ARTICLES OF INCORPORATION

KIDDIE KLOTHES INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 12, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

7796

Recorded in Liber 4223, folio 9, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HERBHY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded May 25, 1961 at 12:23 P.M. Liber 10, Receipt No. 186332

ARTICLES OF INCORPORATION

HARRY SNOOK POULTRY MARKET, INC.

#### THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harry Clayton Snook, whose Post Office address is 1452 Potomac Avenue, Hagerstown, Washington County, Maryland, Virginia A. Snook, whose Post Office address is 1452 Potomac Avenue, Hagerstown, Washington County, Maryland, and Helen M. Semler, whose Post Office address is Route No. 2, Smithsburg, Washington County, Maryland, each of whom being at least 21 years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a corporation.

SECOND: That the name of the corporation is:

HARRY SNOOK POULTRY MARKET, INC.

THIRD: That the purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- A. To exercise all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.
- B. To buy, sell, exchange deal in poultry, fowls and general merchandise of every nature and description, both at retail and wholesale.
- C. To acquire, convey, mortgage real estate, machinery and equipment of every nature and description.
- D. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, businesses, contracts, goodwill, franchise, and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the corporation may be

authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

E. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like which may be used for or be incidental to any of the purposes of the corporation and to use, exercise, develop and grant licenses in respect of, sell or otherwise dispose of and deal in the same.

FOURTH: The Post Office address of the principal office of the corporation in this State will be located at 28 West Baltimore Street, Hagerstown, Washington County, Maryland. The resident agent of the corporation is Harry Clayton Snook, whose Post Office address is 1452 Potomac Avenue, Hagerstown, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the corporation has authority to issue is 100,000 shares having a par value of One (\$1.00) Dollar each, the aggregate par value of all such shares is \$100,000.00.

SIXTH: The shares of said stock shall be non-assessable and shall be entitled to one vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

SEVENTH: The shares of stock of the corporation shall be transferable only on the books of the corporation upon surrender of the certificates therefor properly endorsed.

EIGHTH: The number of Directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than three (3); and the names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are Harry Clayton Snook, Virginia A. Snook and Helen M. Semler.

NINTH: The following provisions are hereby adopted for the

purpose of defining, limiting and regulating the powers of the corporation and of the Directors and stockholders:

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of stock, of any class, whether now or hereafter authorized or securities convertible into the shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors deem advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the by-laws of the corporation.

- B. The corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise. Any such amendment shall be valid if authorized by the same vote and procedure as are required in the case of Charter amendment not changing the terms of outstanding stock.
- C. Stockholders shall have no preemptive rights, subject to the applicable provisions of law.

TENTH: The Charter of this corporation shall be perpetual.

Harry Clayton Snook

Virginia A. Snook

Helen M. Semler

\_3\_

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit: -

I HEREBY CERTIFY, That on this 16th day of December , A. D., 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry Clayton Snook, Virginia A. Snook and Helen M. Semler, personally known to me to be the persons whose names are subscribed to the aforegoing instrument and who did each acknowledge that they executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.

Sarah Jane Cline

My Commission Expires: May 1, 1961.

ARTICLES OF INCORPORATION

OF CONTROL OF CONTROL

approved and received for record by the State Department of Assessments and Taxation of Maryland December 19, 1960 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7868

Recorded in Liber 223, folio 475, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

Sharla Menby

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

The state of

Recorded May 25, 1961 at 12:23 P.M. Liber 10, Receipt No. 186332

THE CONOCOCHEAGUE AMUSEMENT PARK, INCORPORATED.

## ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST. WE THE UNDERSIGNED, Beulah T. Meyers, whose Post Office address is No. 1847 West Washington Street, Hagerstown, Maryland, Gorman V. Palmer, whose Post Office address is 112 Worth Potomac Street, Hagerstown, Maryland, and Johnel Sullivan, whose Post Office address is Smithsburg, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND. The name of the corporation (which is hereinafter called the Corporation) is THE CONOCOCHEAGUE AMUSEMENT PARK, INCORPORATED.

THIRD. The purposes for which the Corporation is formed are as follows:

- (a) To conduct upon the premises known as the Conococheague Amusement Park, an amusement park, bathing and recreational area.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property, wherever situate.
- (d) To purchase or otherwise acquire, hold and reissue shares of its capital steck and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of any other corporation or association organized under the laws of the State of Maryland or of any other State; and upon a distribution of the assets or division of the profits of this Corporation, to distribute any such shares of stock among the stockholders of this Corporation.
- (e) To loan or advance money with or without security, without limitation as to amount; and to borrow or raise money for any of the purposes of the Corporationn and to issue bonds, debentures, notes or other obligations of any nature for money borrowed or for any other lawful consideration.
- (f) To Carry on any of the businesses hereinbefore enumerated for itself or for account of others or through others for its own account and to carry on any other business which may be deemed by it to directly or indirectly effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them or to enhance the value of its property, business or rights.

- (g) To carry on all or any part of the aforesaid purposes and to conduct its business in any or all of the States of the United States of America and to maintain offices or places of business in any of the States of the United States of America.
- (h) The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner, to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State.

FOURTH. The Post Office address of the principal office of the Corporation in this State is No. 54 West Franklin Street, Hagerstown, Maryland. The name and address of the resident agent of the Corporation are Lynn F. Meyers, No. 1731 Woodlawn Drive, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein

FIFTH. The total number of shares of stock which the Corporation has authority to issue is Three Hundred (300) shares without par value, all of one class.

SIXTH. The number of directors of the Corporation shall be Seven (7), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Beulah T. Meyers, Gorman V. Palmer, Myrna R. Palmer, Johnel Sullivan, Jo'Ann M. Sullivan, Lynn F. Meyers and Shirley J. Meyers.

SEVENTH. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stock-holders:

- (a) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be

disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law including any
  amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any
  of the outstanding stock shall be valid unless such change of terms shall have
  been authorized by the holders of four-fifths of all of such stock at the time
  outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- (f) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Three Hundred (300) full paid and non-assessable shares without par value for the following consideration, the value of which consideration is hereby stated to be not less than Eleven Thousand (\$11,000.00) Dollars, namely, the down payment upon the purchase price of the Conococheague Amusement Park.
  - (g) Any stockholder desiring to sell, transfer or assign his or her shares

EIGHTH. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 19th day of December, 1960.

Gorman V. Palme

State of Maryland, Washington County, to-wit:

I HEREBY CERTIFY, that on this 19 day of December, 1960, before me the subscriber, a Notary Public of the State and County aforesaid, personally appeared Beulah T. Meyers, Gorman V. Palmer and Johnel Sullivan and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and Official Notarial Seal, the day and year last above written.

My Commission Expires: 5/1/21

Bessie Mary Mulles

Notary Public

#### ARTICLES OF INCORPORATION

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THE CONTOCOCHEAGUE AMUSEMENT PARK, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland December 21, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7915

Recorded in Liber for folion of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Director

Recorded May 25, 1961 at 12:23 P.M. Liber 10, Receipt No. 186332

AJAX JANITORIAL SERVICE, INC.

#### ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST. WE THE UNDERSIGNED, Johnel Sullivan, whose Post Office address is

Pennsylvania Avenue, Smithsburg, Maryland, Johne M. Sullivan, same address,

Gorman V. Palmer, whose Post Office address is 112 North Potomac Street, Hagerstown,

Maryland, Myrna R. Palmer, same address, each being at least twenty-one years of

age, do hereby associate ourselves as incorporators with the intention of form
ing a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND. The name of the corporation (which is hereinafter called the Corporation) is AJAX JANITORIAL SERVICE. INC.

THIRD. The purposes for which the Corporation is formed are as follows:

- (a) To conduct a cleaning and janitorial service business, to do any type of work required in offering such a service to the public as well as private individuals and commercial enterprises.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situate.
- (d) To purchase or otherwise acquire, hold and reissue shares of its capital stock and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of any other corporation or association organized under the laws of the State of Maryland or of any other State; and upon a distribution of the assets or division of the profits of this Corporation, to distribute any such shares of stock among the stockholders of this Corporation.
- (e) To loan or advance money with or without security, without limitation as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature for money borrowed or for any other lawful consideration.

- (f) To carry on any of the businesses hereinbefore enumerated for itself or for account of others or through others for its own account and to carry on any other business which may be deemed by it to directly or indirectly effectate or facilitate the transaction of the aforesaid objects or businesses or any of them or to enhance the value of its property, business or rights.
- (g) To carry on all or any part of the aforesaid purposes and to conduct its business in any or all of the States of the United States of America and to maintain offices or places of business in any of the States of the United States of America.
- (h) The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object of business, in any manner, to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of the State.

FOURTH. The Post Office address of the principal office of the Corporation in this State is No. 54 West Franklin Street, Hagerstown, Maryland. The name and address of the resident agent of the Corporation are Lynn F. Meyers, No. 1731 Woodlawn Drive, Hagerstown, Maryland. Said resident agent is a citizen of this State and actually resides herein.

FIFTH. The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of the par value of Eighty-five dollars (\$85.00) a share, all of one class, and having an aggregate par value of Eight Thousand Five Hundred dollars (\$8,500.00).

SIXTH. The number of directors of the Corporation shall be Four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- 1. Johnel Sullivan
- 2. Jotann M. Sullivan
- Gorman V. Palmer
- 4. Myrna R. Palmer

SEVENTH. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (b) No contract of other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director of officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract of transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits.
- (d) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of Three-fourths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its

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discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

- (f) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of One Hundred (100) full paid and non-assessable shares of the par value of Eighty-five dollars (\$85.00) a share for the following consideration, the value of which consideration is hereby stated to be not less than Eight Thousand Five Hundred (\$8,500.00) Dollars, namely, the value of the existing business and its equipment herein.
- (g) Any stockholder desiring to sell, transfer or assign his or her shares of the Corporation shall first offer them to the stockholders of record at the time before procuring a purchaser of said shares otherwise.

EIGHTH. The duration of the Corporation shall be perpetual,

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 2/

Bessie Mary Mullysi

Jo Ann M. Sullivan

Johnel Sullivan

Gorman V. Palmer

Myrna R. Palmer

State of Maryland, Washington County, to-wit:

I HEREBY CERTIFY. That on this 21 day of December, 196 O, before me the subscriber, a Notary Public of the State and County aforesaid, personally appeared Johnel Sullivan, Jotann M. Sullivan, Gorman V. Palmer and Myrna R. Palmer and severally acknowledged the foregoing Articles of Incorporation to be their act.

Witness my hand and Official Notarial Seal, the day and year last above written.

Bessie Mary Mulliga

Notary Public

My Consission Expires: 5/1/61



ARTICLES OF INCORPORATION

OF

AJAX JANITORIAL SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 23, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 7943

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Gircuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charle Many

Recorded May 25, 1961 st 12:23 P.M. Liber 10, Receipt No. 186332

ARTICLES OF INCORPORATION

OF

MULTIPLE LISTING BUREAU OF THE HAGERSTOWN REAL ESTATE BOARD, INC.

THIS IS TO CERTIFY:

whose post office address is 16 East Washington Street, Hagerstown,
Maryland, Morris B. Bassford, whose post office address is
100 North Potomac Street, Hagerstown, Maryland, and Julian L. Oliver,
whose post office address is 34 West Franklin Street, Hagerstown,
Maryland, all being at least twenty-one (21) years of age, do
under and by virtue of the General Laws of the State of Maryland
authorizing the formation of corporations, associate ourselves
with the intention of forming a corporation by the execution
and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

MULTIPLE LISTING BUREAU OF THE HAGERSTOWN REAL ESTATE BOARD, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate an association exclusively for the multiple listing of real estate for sale or lease among Realtors who are members of the Hagerstown Real Estate Board, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid and limited to those purposes, the Corporation shall have the following powers and purposes: To provide a co-operative medium for the multiple listing of real estate for sale or lease in Washington County through which members may be enabled to render more prompt and effective service to the general public in the handling of real estate transactions, and to insure to the public services

in the sale or lease of real estate in keeping with the ethical standards of the business; to foster and promote in every and any lawful manner the interests of persons, firms, associations, corporations, and others engaged or interested directly or indirectly in the sale and lease of real estate.

In furtherance, but not in limitation of the aforegoing general purposes it is expressly provided that the association shall have the following powers:

- (a) To engage in educational and publicity campaigns, programs, and promotions.
- (b) To support improved regulatory laws, ethics and standards governing the sale and lease of real estate by Realtors and generally to promote the interests of the real estate business.

FOURTH: The post office address of the principal office of the Corporation in this State is 16 East Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is John C. Patterson, whose post office address is 16 East Washington Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

any capital stock. The following shall be the first members of the Corporation - - John C. Patterson, Morris B. Bassford, and Julian L. Oliver. Members may resign or be removed, vacancies may be filled, and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The Corporation shall have three directors and John C. Patterson, Morris B. Bassford and Julian L. Oliver shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

IN WITNESS WHEREOF, We have signed these Articles of

Incorporation on December 16, 1960.

WITNESS:

John C. Patterson

(SEAL)

Strictly P. Spaw

Morris B. Bassford

(SEAL)

....

Julian L. Oliver

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 16th day of December, A.D., 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John C. Patterson, Morris B. Bassford and Julian L. Oliver, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.

Shirly 1. Shaw
Notary Public
My Commission Expires:
May 1, 1961



ARTICLES OF INCORPORATION

MULTIPLE LISTING BUREAU OF THE HAGERSTOWN REAL ESTATE BOARD, INC.

approved and received for record by the State Department of Assessments and Taxation at 9:00 o'clock A. M. as in conformity of Maryland December 23, 1960 with law and ordered recorded.

7968

Recorded in Liber 1224, folio 377, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

Monte & Karl

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded May 25, 1961 at 12:23 P.M. Liber 10, Receipt No. 186332

#### ARTICLES OF INCORPORATION

OF

C. E. ROUTZAHN, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Charles E. Routzahn, whose postoffice address is R. F. D. # 1, Boonsboro, Maryland, Bessie E. Routzahn, whose
postoffice address is R. F. D. # 1, Boonsboro, Maryland, and Edward Oswald; Jr.
whose postoffice address is 826 The Terrace, Hagerstown, Maryland, all being of
full legal age, have, under and by virtue of the General Laws of the State of
Maryland authorizing the formation of corporations, associated ourselves with
the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the Corporation) is

## C. E. ROUTZAHN, INC.

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:-

- (a) To manufacture, purchase, sell and otherwise deal in and with flour, feed, meal and other articles manufactured from grain and cereals, and to carry on a general milling and manufacturing business in the preparation of grains, cereals and the products and by-products therefrom.
- (b) To operate and maintain a general store, and to buy, sell and otherwise deal in and with foods, goods, wares and merchandise of every class and description.
- (c) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
- (d) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
  - (e) To acquire all or any part of the good-will, rights, property

and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(f) In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is R. F. D. # 1, Boonsboro, Washington County, Maryland. The resident agent of the Corporation is Charles E. Routzahn, whose postoffice address is R. F. D. # 1, Boonsboro, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors, and Charles E. Routzahn, Bessie Et Routzahn and Edward Oswald, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The directors may be classified and the number thereof may be changed in such lawful manner as the by-laws from time to time may provide.

SIXTH: The total amount of authorized capital stock of the Corporation is ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS, divided into ONE THOUSAND (1,000) SHARES of the par value of ONE HUNDRED (\$100.00) DOLLARS each, and the said capital stock is to be known as Common Capital Stock.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of SIX HUNDRED (600) fully paid and non-assessable shares of the par value of ONE HUNDRED (\$100.00) DOLLARS each of

the Common Capital Stock of the Corporation to Charles E. Routzahn for the following consideration:-

All of the personal property and assets as an entirety owned by the said Charles E. Routzahn, including all machinery, equipment, fixtures, supplied and stock-in-trade situated in the village of Breathedsville, in the County of Washington, State of Maryland, used in connection with and constituting the assets of the milling and general store business now owned and operated by the said Charles E. Routzahn under the name of C. E. Routzahn, including the goodwill of said business and also a parcel of real estate, with improvements thereon, situated on the Northeast side of the Boonsboro-Williamsport Highway at its intersection with the Baltimore & Ohio Railroad at Breathedsville, in Bistrict No. 12, Washington County, Maryland, containing 0.56 acres of land, more or less, and generally known as the C. E. Routzahn Mill & General Store property, save and except however, all accounts receivable, which will be retained by the said Charles E. Routzahn and who will pay all accounts payable as shown on the books kept in connection with the said business on the date that title to the assets of said business is acquired by said corporation.

The actual value of said consideration hereby fixed by the incorporators is not less than SIXTY THOUSAND (\$60,000.00) DOLLARS.

IN WITHESS WHEREOF, we have signed these Articles of Incorporation on this 22-24 day of Recember, 1960.

Charles E. Routsahn

Bennie F Revitante

Edward Oswald, Jr.

ATTEST.

Gladys I. Kehn

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREST CERTIFY, that on this <u>22</u> day of November, 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles E. Routzahn, Bessie E. Routzahn and Edward Oswald, Jr., and severally acknowledged the aforegoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my Official Notarial Seal the day and year last above mentioned.

Blady of Kichn.



ARTICLES OF INCORPORATION

OF

C. E. ROUTZAHN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland December 29, 1960 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8075

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00......Recording fee paid \$.....10.00.......

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Elsenlis Marjo.

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

THE VOLLMER CORPORATION

STOCK ISSUANCE STATEMENT

The Vollmer Corporation, a Maryland corporation, having its principal office in Washington County, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation has authorized the issuance of nine hundred (900) fully paid and non-assessable shares of the par value of Ten Dollars (\$10.00) per share of Common Stock of the Corporation, to-wit: nine hundred shares (900) to Harry F. Vollmer III and Margaret J. Vollmer, his wife, for the following consideration, namely: the assignment, sale and transfer to the Corporation of all right, title and interest of the said Harry F. Vollmer III and Margaret J. Vollmer, his wife, trading as Snow White Laundromat, of all the tangible assets of said business comprising a laundry business conducted at Hancock, Maryland, including all equipment, furniture, fixtures, leases, and contracts and any and all assets of said business and subject to all accounts payable and other obligations of said business for the following consideration, the actual value of which as determined by the Board of Directors is not less than Nine Thousand Dollars (\$9,000.00).

SECOND: (A) At the time of authorization of the issuance of such shares of stock, there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(B) The actual value of the consideration to be received by the Corporation, as determined by the Board of Directors is at least equal to the par value of the shares to be so issued; and

(C) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on January 3, 1961.

IN WITNESS WHEREOF, The Vollmer Corporation has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by the Secretary on January 23rd, A.D. 1961.

THE VOLLMER CORPORATION

x Harry Wolling

ATTEST AS TO CORPORATE SEAL:

Margaret J. Volluce

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of January, A.D. 1961, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry F.

Vollmer III, President of The Vollmer Corporation, a Maryland corporation, and in the name of and on behalf of said Corporation acknowledged the aforegoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time, also personally appeared Margaret J. Vollmer, and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said corporation at which the issuance of the Board of Directors tioned was finally approved and that the matters and facts set forth in said Statement are true to the best of her knowledge, information and helief.

WITNESS my hand and Official Notarial Seal.

Barbara Mac Wolford Notary Public

fission Expires:

STOCK ISSUANCE STATEMENT

THE VOLIMER CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland January 27, 1961 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

8484

Recorded in Liber 1029 , folio 7 one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 10.00

To the clerk of the ... Oircuit

Court of

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369
YINGLING AUTO SALES & SERVICE, INC.

## ARTICLES OF REDUCTION

Yingling Auto Sales & Service, Inc., a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments & Taxation of Maryland, that:

FIRST: The stated capital of the Corporation is hereby reduced from Forty Thousand (\$40,000.00) Dollars to Thirty (\$30.00) Dollars.

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Forty Thousand (\$40,000.00) Dollars, of which Forty Thousand (\$40,000.00) Dollars in amount is represented by four thousand (4,000.00) issued shares of the par value of Ten (\$10.00) Dollars per share of Common Stock.

- (b) The amount of reduction of the stated capital of the Corporation hereby made is Thirty-nine Thousand Nine Hundred Seventy (\$39,970.00) Dollars, all of which represents a reduction in the stated capital of the Common Stock.
- (c) The method of effecting such reduction is by retiring three thousand nine hundred ninety-seven (3,997) shares of the Common Stock held by the Corporation.
- (d) The amount of stated capital of the Corporation as hereby reduced is Thirty (\$30.00) Dollars, of which Thirty (\$30.00) Dollars in amount is represented by three (3) issued shares of the par value of Ten (\$10.00) Dollars per share.

THIRD: The Board of Directors of the Corporation, at a meeting duly convened and held on the 28th day of December, 1960, duly authorized the reduction in the stated capital of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, Yingling Auto Sales & Service, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on the 10 day of January 1961.

WITNESS and TEST TO CORP. SEAL:

YINGLING AUTO SALES & SERVICE, INC.

By: A. Josephine Yingling, President

Leo H. Miller, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 105 day of ferror 1961, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared A. Josephine Yingling, President of Yingling Auto Sales & Service, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Reduction to be the corporate act of said corporation; and at the same time personally appeared Leo H. Miller, and made oath in due form of law that he was Secretary of the meeting of the board of directors of said corporation at which the reduction of the stated capital of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Reduction are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

My commission expires: May 1, 1961. Notary Public

Hamman.

ARTICLES OF REDUCTION

F

YINGLING AUTO SALES & SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 25, 1961 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

Å 8417

Recorded in Liber , folio one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00......

To the clerk of the Gircuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Alash Mary

70 et atty Kingles at 2,1963

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

#### ARTICLES OF INCORPORATION

OF

## HAGER ACCEPTANCE CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Alvin F. Thumma, whose postoffice address is Route 3, Hagerstown, Maryland; Alvin F. Thumma, Jr.,
whose postoffice address is 10 West Magnolia Avenue, Hagerstown, Maryland; and Albert N. Werking, whose postoffice address is Route 5, Hagerstown, Maryland, all being at least twenty-one years of age, do under
and by virtue of the General Laws of the State of Maryland authorizing
the formation of corporations, associate ourselves with the intention
of forming a corporation by the execution and filing of these Articles
of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is HAGER ACCEPTANCE CORPORATION.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) The accumulation and loan of money, by lending the capital of the Company and such other funds as it may from time to time lawfully acquire from various borrowers upon such personal security or security of personal property as may be agreed upon between the Corporation and the borrowers and by re-lending in like manner the funds arising from such loans when paid but the Corporation shall not have banking privileges.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

- (d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.
- (e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the
  purposes of the Corporation and to issue bonds, debentures, notes or
  other obligations of any nature, and in any manner permitted by law,
  for money so borrowed or in payment for property purchased, or for any
  other lawful consideration, and to secure the payment thereof and of
  the interest thereon, by mortgage upon, or pledge or conveyance or
  assignment in trust of, the whole or any part of the property of the
  Corporation, real or personal, including contract rights, whether at the
  time owned or thereafter acquired; and to sell, pledge, discount or
  otherwise dispose of such bonds, notes, or other obligations of the
  Corporation for its corporate purposes.
- (f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the

transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation is 219 Frederick Street, Hagerstown, Maryland. The resident agent of the Corporation is Alvin F. Thumma, whose postoffice address is Route 3, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Alvin F. Thumma, Alvin F. Thumma, Jr. and Albert N. Werking shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorise the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between thisCorporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorise any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Beard of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of, of the surplus of the Corporation or of the net profits arising from its business

shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by theholders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (f) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 30th day of December, 1960.

Thumas (SEAL)

Vitness:

Leck 1. Wesking (SEAL)

Notary Public

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 30th day of December, 1960, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Alvin F. Thumma, Alvin F. Thumma, Jr. and Albert N. Werking and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

... ITMESS my hand and Notarial Seal.

My nomination expires: May 1, 1961



approved and received for record by the State Department of Assessments and Taxation of Maryland January 3, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8155

Recorded in Liber 206, folio 253, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20,00 Recording fee paid \$ 12.00

To the clerk of the

Gircuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charle Maly

301

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

ARTICLES OF INCORPORATION

OP

BOONSBORO PRODUCE MARKET, INC.

#### THIS IS TO CERTIFY:

FIRST: That we, the undersigned, John D. Reese, whose post office address is Boonsboro, Maryland, Edwin H. Miller, whose post office address is Hagerstown, Maryland, and David K. Poole, Jr., whose post office address is Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators, with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "BOONSBORO PRODUCE MARKET, INC."

THIRD: The purposes for which the Corporation is formed, are as follows:

- 1. To purchase, manufacture, produce, prepare, import, export, sell and generally deal in all types of fresh fruits and vegetables, sea foods and meat products; to buy and sell, at wholesale and retail, all frozen foods, vegetables, sea foods, meats and generally deal in food stuffs of all kinds, processed and unprocessed, and to buy and sell any kind of products that might be sold through a general retail store, including notions and products of all kinds.
- 2. To buy, sell, trade and deal in, at wholesale and retail, groceries, provisions, food supplies, wares, vegetables, produce, and all other articles and things incident to a general grocery, vegetable, food supply, poultry, fish, game, produce and provision mercantile business.
- 3. To buy and sell machinery, electrical supplies and accessories, electrical deviaes and machinery of all kinds, compressors, fans and all equipment relative to the operation of a wholesale or retail food distribution business.
  - 4. To buy, sell, trade, manufacture, deal in, and deal

with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

- 5. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations or securities of any public or private corporation, government or municipality, and have the express power to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of absolutely or upon condition shares of the capital stock, bonds or other evidences of indebtedness created by any other corporation or corporations, and while the owner thereof to exercise all of the incidents of ownership.
- 6. To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected therewith; to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the corporation absolutely or upon condition.
- 7. To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of Letters Patent of the United States or of any foreign country as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with

any business carried on by the Corporation.

with which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers and rights conveyed by Statute upon the Corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: Boonsboro, Washington County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: John D. Reese, Boonsboro, Maryland. Said Resident Agent is an individual actually residing in this State.

PIFTH: The total number of shares of stock which the Corporation has authority to issue is two hundred fifty (250) shares of the par value of One Hundred (\$100.00) Dollars per share, all of one class, and having an aggregate value of Twenty-five Thousand (\$25,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors, and John D. Reese, Edwin H. Miller and David K. Poole, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy, and, subject to any provisions of Statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

1. The Board of Directors of the Corporation is hereby

empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the Corporation.

- 2. The Board of Directors shall have the power to fix the salaries of officers and employees, and although the directors may be also employees or officers of the company their vote shall be counted and the action just as binding on the Corporation as if they were not directors or stockholders.
- 3. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time, without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.
- 4. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.
- 5. The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.
- 6. The Board of Directors of the Corporation is hereby empowered to authorize the issuance of one hundred sixty-five (165) shares of the par value of One Hundred (\$100.00) Dollars each, for the following consideration: all real estate, inventories,

accounts receivable and equipment presently being used by John D. Reese, trading as Boonsboro Produce Market. The actual value of said consideration fixed by the incorporators is not less than Sixteen Thousand Five Hundred (\$16,500.00) Dollars.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 30 th day of December, 1960.

WITNESS:

Who DRIESE (SEAL)

Munuf Kullu (SEAL)

David K, Poole, Jr. (SEAL)

Olive R. Shupp

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 30 day of December, 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John D. Reese, Edwin H. Miller and David K. Poole, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

Notary Public

ARTICLES OF INCORPORATION

POONSBORD PRODUCE MARKET, INC.

approved and received for record by the State Department of Assessments and Taxation January 3, 1961 at. 9:00 o'clock A. M. as in conformity of Maryland with law and ordered recorded.

8163

Recorded in Liber 4226, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded May26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

ARTICLES OF INCORPORATION

OF

THE POFFENBERGER TIRE COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the undersigned, Lela R. Poffenberger, whose post office address is 1137 Oak Hill Avenue, Hagerstown, Maryland, Ralph E. Wallace, whose post office address is 1302 Orchard Hills Parkway, Hagerstown, Maryland, and Dorothy J. Wallace, whose post office address is 1302 Orchard Hills Parkway, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators, with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: "THE POFFENBERGER TIRE COMPANY".

THIRD: The purposes for which the Corporation is formed, are as follows:

- (a) To procure, purchase or sell, manufacture, repair, vulcanize and otherwise work and deal in all kinds of automobile and truck tires, including pneumatic and solid tires.
- (b) To engage in the buying and selling, at wholesale and retail, of rubber automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of such business.
- (c) To buy, sell and deal in automobiles, motors and vhicles of all kinds, and in all articles and supplies used in connection therewith.
- (d) To buy, sell, store and repair automobiles and motor vehicles of all description, and their parts and accessories; and to manufacture and sell automobile tops, bodies and other motor vehicle parts.

- (e) To lease, purchase, sell and otherwise deal in all machines, tools, implements, apparatus, equipment, accessories and appliances of every kind used in connection with the manufacturing, repairing or replacement of all makes of automobiles, and generally to deal in, at wholesale and retail, any materials whatsoever necessary or convenient in the manufacture of motor vehicles or parts incident thereto.
- (f) To manufacture, buy, sell and deal in, at wholesale and retail, all oils, greases, gasoline and all other materials used in, on or about an automobile truck or motor vehicle of any kind.
- and motor vehicles and to manufacture, purchase, and sell paints, varnishes, oils, fillers, stains, colors, enamels, compounds and coatins, putty, glass and other supplies incidental thereto.
- (h) To conduct a general garage and storage place for automobiles, trucks and motor vehicles of every kind; to procure, own, sell and otherwise deal in and repair tractors or any other kinds of machinery or personal property; to procure, manufacture, purchase, own and sell all kinds of tools, appliances, machinery or equipment used or desired in the furtherance of said object.
- (i) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and t carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.
- (j) To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations or securities of any public or private corporation, government or municipality, and have the express power to hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage or otherwise dispose of absolutely or upon condition shares of the capital stock, bonds or other evidences of indebtedness created by any other corpora-

tion or corporations, and while the owner thereof to exercise all of the incidents of ownership.

- (k) To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected therewith; to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the corporation absolutely or upon condition.
- (1) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of Letters Patent of the United States or of any foreign country as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.
- (m) To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers and rights conveyed by Statute upon the Corporation, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: Hagerstown, Washington County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Ralph B. Wallace, 1302 Orchard Hills Parkway, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Cor-

poration has authority to issue is Twenty Thousand (20,000) Shares of the par value of Ten (\$10.00) Dollars per share, all of one class, and having an aggregate value of Two Hundred Thousand (\$200,000.00) Dollars.

SIXTH: The Corporation shall have three (3) directors, and Lela R. Poffenberger, Ralph E. Wallace and Dorothy J. Wallace shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and, subject to any provisions of Statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

- 1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of any class of its stock, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the Corporation
- 2. The Board of Directors shall have the power to fix the salaries of officers and employees, and although the directors may be also employees or officers of the company their vote shall be counted and the action just as binding on the Corporation as if they were not directors or stockholders.
- 3. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the
  approval of the stockholders, subject to such limitations and
  restrictions, if any, as may be set forth in the by-laws of the
  Corporation.
- 4. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books

of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

- 5. The above granted powers to the corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directofs of the Corporation.
- 6. The Board of Directors of the Corporation is hereby dred and fifty (3,750) - - - fully paid and nonassessable shares of the par value of Ten (\$10.00) Dollars each, for the following consideration: All fixtures, tools, trucks, inventory of appliances, automobile tires, parts, and accessories, and stationery supplies, accounts receivable, and all other assets presently used by Lela R. Poffenberger, trading as Poffenberger Tire Company. The actual value of said consideration fixed by the incorporators is not less

EIGHTH: The duration of the Corporation shall be perpetual. IN WITNESS WHERBOF, we have signed these Articles of Incorporation on this  $30^-$  day of December, 1960. WITNESS:

(SEAL)

Raiph E. Wallage

Dorothy J. Wallace

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HERBBY CERTIFY, That on this 200 day of December, 1960, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lela R. Poffenberger, Ralph E. Wallace and Dorothy J. Wallace, and severally acknowledged the foregoing Articles of Incorporation to be their

WITNESS my hand and Notarial Seal the day and year last above

Notary Public

ARTICLES OF INCORPORATION

OF

THE POFFENBERGER TIRE COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland January 9, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8272

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles ABuly

RJT:G 1-10-61 61003

# Recorded May 26, 1961 at 12:13 P.M. Liber 85, Receipt No. 186369 ARTICLES OF INCORPORATION

# PLEASANT VALLEY TRADING CO., INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Leo A. Hughes, Jr., 629 Title Building, Baltimore-2, Maryland, Donald C. Allen, 629 Title Building, Baltimore-2, Maryland, and Robert J. Thieblot, 629 Title Building, Baltimore-2, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

#### PLEASANT VALLEY TRADING CO., INC.

THIRD: The purposes fow which the Corporation is formed are as follows:

- (a) To buy, sell, exchange, repair, or otherwise deal in or with firearms of every kind or description, as well as all varieties of ammunition and all varieties of accessories used or useful with firearms; to buy, sell, exchange, repair, or otherwise deal in or with hunting equipment of every kind or description as well as all varieties of accessories used as useful therewith; and in general to carry on the business of a supplier of guns and hunting equipment to the public.
- (b) To manufacture, purchase or otherwise acquire, hold, mort-gage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of

ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (h) To guarantee the payment of dividents upon any shares of stock of, or the performance of any contract by, any other corporation or asseciation in which the Corporation has an interest, and to enforse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain

offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is R. F. D. 6, Reid, Maryland. The resident agent of the Corporation is Richard S. Boutelle, whose postoffice address is R.F.D.6, Reid, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is one hundred thousand (100,000). shares of the par value of one dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three (3) directors and Leo A. Hughes, Jr.; Donald C. Allen; Robert J. Thieblot shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of

its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

- No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorus at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful

terms as the Board of Directors shall deem expedient.

- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- (f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued chares of stock, whether now or hereafter authorized, by fixing or altering in any one or

more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on January 10, 1961.

Witness:

Thursd C. Mackie as to

Edward C. Mackie as to

Edward C. Mackie as to

Edward C. Mackie as to

bonald C. Allen
Robert J. Thieblot

STATE OF MARYLAND )

COUNTY OF BALTIMORE )

THIS IS TO CERTIFY, that on January 10, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Leo A. Hughes, Jr.; Donald C. Allen; Robert J. Thieblot and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

Witness my hand and Notarial Seal, the day and year last above

Edward C. Mackie, Notary Public

ARTICLES OF INCOMPORATION

OF

PLEASANT VALLEY TRADING CO., INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 11, 1961 at 4:15 o'clock P.M. as in conformity with law and ordered recorded.

A 8286

Recorded in Liber 1921, folio 53, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ ....... 20.00 .... Recording fee paid \$ ...... 11.00

To the clerk of the \_ Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Bultimore.

Charles Miller C.

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

ARTICLES OF INCORPORATION

(6)

THE CALLAS EQUIPMENT COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Michael G. Callas, whose post office address is 754 Summit Avenue, Hagerstown, Maryland; Richard Kindsvatter, whose post office address is 754 Summit Avenue, Hagerstown, Maryland; and Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is

THE CALLAS EQUIPMENT COMPANY

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To manufacture, buy, sell, act as manufacturers' and others' agent and to generally deal in construction machinery of all classes and equipment.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general

brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

- (e) To purchase, lease or otherwise acquire, all or any part of the property rights, businesses, contracts, good-will franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property rights, business contracts, good-will franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise,
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.
- shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on

any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Gorporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.
- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its

branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this state.

office of the Corporation in this state is 754 Summit Avenue,
Hagerstown, Maryland. The resident agent of the Corporation is
Michael G. Callas, whose post office address is 754 Summit Avenue,
Hagerstown, Maryland. Said resident agent is a citizen of the State
of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten

Thousand shares (10,000) of the par value of Ten (\$10.00) Dollars each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The corporation shall have three (3) directors and Michael G. Callas, Richard Kindsvatter and Samuel C. Strite shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders;

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid

to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Poard of Directors shall deem expedient.

- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.
- (f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as

otherwise provided in this charter.

- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares,
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 6 2 day of January, A.D., 1961.

WITNESS:

Michael G. Callas (SEAL

Shirley I. Show

Richard Kindsvatter (SEA

Samuel C. Strite (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 6 day of January A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Michael G. Callas, Richard Kindsvatter and Samuel C. Strite, and severally acknowledged the aforegoing Articles of Incorporation be their respective act.

IN WITNESS WHE BOF, I have hereunto subscribed my name official Notarial Seal the day and year last above

Shirley I. Shaw Notary Public

My Commission Expires: May 1, 1961

ARTICLES OF INCORPORATION

Or

THE CALLAS EQUIPMENT COMPANY

approved and received for record by the State Department of Assessments and Taxation of Maryland January 11, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8310

Recorded in Liber 7 , folio 7, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 11.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Auli Med (

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

ARTICLES OF INCORPORATION

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## ARTIFACTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, BETTY JOANNE SNYDER, whose postoffice address is Route # 1, Williamsport, Maryland, PAUL OTTINGER, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland, and IRVING M. EINBINDER, whose postoffice address is 42 Jonathan Street, Hagers town, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

## ARTIFACTS, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To hold and conduct exhibitions.
- (b) To engage in the production, distribution, exhibition, release, advertising, publicizing, and other exploitation and disposition of motion picture films, including television, sound and talking films, and rights therein.
- (c) To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the Corporation or as factor, agent, procurer, or otherwise for or on behalf of another.
- (d) To transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire or upon commission, or otherwise, by and through the means of preparing

advertising for other corporations, partnerships, or individuals, and of advertising the business, commodities or other property, real, personal or mixed, of other corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, or other similar literature or advertising media.

- (e) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (g) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (h) To purchase; lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (i) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation;

and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

- (j) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (k) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, motes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (1) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to

secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (m) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (n) To carryout all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation

in this State is 27 North Avenue, Hagerstown, Maryland. The resident agent of the Corporation is GERTRUDE JOHNSON, whose postoffice address is 27 North Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares, each without par value, all of which shares are of one class and are designated Common Stock.

SIXTH: The Corporation shall have not less than Three (3) nor more than Five (5) directors and BETTY JOANNE SNYDER, PAUL OTTINGER, and IRVING M. EINBINDER shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or

firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any

securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

- (f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated

business entities.

IN WITNESS WHEREOF, We, BETTY JOANNE SNYDER, PAUL OTTINGER, and IRVING M. EINBINDER, being all of the incorporators herein above-named have hereunto set our respective hands and seals this 17 day of January, 1961.

Witness:

Alviso Hellow

Betty Joanne Snyder (SEAL)

Gloris Hollon

Paul Ottinger

(SEAL)

(SEAL

Gloris Hollan

Virving M. Einbinder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17 day of January, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared BETTY JOANNE SNYDER, PAUL OTTINGER, and IRVING M. EINBINDER, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Gloria Hollar Notary Public

My Commission Expires: May 1, 196

approved and received for record by the State Department of Assessments and Taxation at 2:1h o'clock P. M. as in conformity of Maryland January 18, 1961 with law and ordered recorded.

8385

Recorded in Liber , folios , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......20.00....Recording fee paid \$......16.00....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has here received, approved and recorded by the State Department of Assessments and Taxation of Maryland

AS WITNESS my hand and seal of the said Department at Baltimore.

OF

#### DENTLER BROS., INC.

#### THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul Leslie Dentler, whose postoffice address is 856 View Street, Hagerstown, Maryland; Daniel Edward Dentler, whose postoffice address is 17 Madison Avenue, Hagerstown, Maryland; and William Paul Kreykenbohm, whose postoffice address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

#### DENTLER BROS., INC.

THIRD: That the purposes for which the Corporation is formed are as follows:

- (a) To engage in the business of buying, selling, bartering, exchanging, repairing, servicing and dealing generally in all classes of household appliances, including radios, television sets, ranges, refrigerators, air-conditioners, clothes washers and dryers, dishwashers, ironers, and all other kinds of goods, wares and merchandise, and to engage in any and all other activities connected with the operation of the business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or

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other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

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FOURTH: The postoffice address of the principal office of the Corporation in this State is 1925 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Paul Leslie Dentler, whose postoffice address is 856 View Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have three directors, and Paul

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Leslie Dentler, Daniel Edward Dentler and William Paul Kreykenbohm shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors, individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; and to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be

authorized by law, including any amendments changing the terms of any class of its stock by classifications, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporations, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.
- (f) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in anyone or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of January, A.D. 1961.

WITNESS:

Barbara Mae Wolford
Barbara Mae Wolford

Barbara Mae Wolford

Barbara Mae Wolford
Barbara Mae Wolford

Saul Leslie Deut Ha

Daniel Edward Dentler

William Paul Wreskenbohm

I HEREBY CERTIFY, That on this 24th day of January, A.D. 1961, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Leslie Dentler, Daniel Edward Dentler and William Paul Kreykenbohm, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

JHITNESS my hand and Official Notarial Seal.

Barbara Mae Wolford Notary Public

My Commission Expires: May 1, 1961

ARTICLES OF INCORPORATION

DENTLER BROS., INC.

approved and received for record by the State Department of Assessments and Taxatlon

of Maryland January 31, 1961

at 9:00 o'clock A.M. as in conformity

with law and ordered recorded.

8535

, folio , one of the Charter Records of the State Recorded in Liber

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......20.00......Recording fee paid \$......12.00.......

To the clerk of the circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received approved and received by the State Department of Assessments and Taxation of Maryland.

Charles Start

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

ARTICLES OF INCORPORATION

OF

MASON-DIXON ENGINEERS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Michael G. Callas, whose post office address is 754 Summit Avenue, Hagerstown, Maryland; Richard Kindsvatter, whose post office address is 754 Summit Avenue, Hagerstown, Maryland; and Samuel C. Strite, whose post office address is 122 West Washington Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is

MASON-DIXON ENGINEERS. INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in a general engineering business and in the general practice of engineering in all its branches; to carry on the business of consulting, contracting, mechanical, electrical, heating and air conditioning engineers, and in that capacity to engage in all matters and things in the fields of science and technology.
- (b) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay

the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

- (c) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (e) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

- (f) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.
- enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (h) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation

is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 754 Summit Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Michael G. Callas, whose post office address is 754 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Thousand shares (10,000) of the par value of Ten Dollars (\$10.00) each, all of which shares are of one (1) class and are designated Common Stock. The aggregate value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The corporation shall have three (3) directors and Michael G. Callas, Richard Kindsvatter and Samuel C. Strite shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that

any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in

writing with or without a meeting.

- (e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time, existing to the exclusion of holders of any or all other classes at the time existing.
- (f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.
- (h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part of other

corporations or unincorporated business entities.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 6 th day of January, A.D., 1961.

WITNESS:

Michael G. Callas (SEAL)

Michael G. Callas

Shirley 1. Shaw

Richard Kindsvatter (SEAL)

Summer Otrete ISEAL

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 6 day of January, A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Michael G. Callas, Richard Kindsvatter and Samuel C. Strite, and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and year last above written.

PUBLIC

Shirly 1. Shaw Notary Public My Commission Expires: May 1, 1961 ARTICLES OF INCOMPORATION

Oil

MASON-DIXON ENGINEERS, INC.

of Maryland January 2h, 1961 at 12:05 o'clock P. M. as in conformity with law and ordered recorded.

À 8409

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 14.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Macha States

Recorded May 26, 1961 at 12:13 P.M. Liber 10, Receipt No. 186369

TAIRCHILD ENGINE AND AIRPLANE CORPORATION

January 18, 1961

State Department of Assessments and Taxation 301 West Preston Street Baltimore 1, Maryland

Gentlemen:

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland (L.1951, ch. 135), the undersigned Maryland corporation hereby notifies the State Department of Assessments and Taxation of Maryland:

That under resolution adopted by the board of directors of the Corporation on January 4, 1961, a certified copy of which is filed herewith, the resident agent of the Corporation in the State of Maryland has been changed to John L. Grabber, whose post office address is No. 919 Oak Hill Avenue, Hagerstown, Maryland. The resident agent so designated is an individual actually residing in the State of Maryland.

FAIRCHILD ENGINE AND AIRPLANE CORPORATION

James T. Dresher Vice President-Finance

### FAIRCHILD ENGINE AND AIRPLANE CORPORATION

# Certified Copy of A Resolution Adopted by Board of Directors

I, JOHN L. GRABBER, hereby certify that I am Secretary of FAIRCHILD ENGINE AND AIRPLANE CORPORATION, a Maryland corporation (hereinafter called the Corporation); that the following is a true and correct copy of a resolution duly adopted by the Board of Directors of the Corporation at a meeting thereof duly held on January 4, 1961; and that such resolution has not been modified or rescinded and is in full force and effect:

RESOLVED that, until further action by this Board, Mr. John L. Grabber be, and he hereby is, appointed Resident Agent of this Corporation for the State of Maryland.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Corporation this /64 day of January, 1961.

FAIRCHILD ENGINE AND AIRPLANE CORPORATION

at 9:39 A . M.

the charter records of the State Department of Assessments and Taxation of Maryland. Circuit Court of Washington County

AA Nº 633

Recording Fee Paid \$4.00

GLASS SHOP, INC.

RESOLVED That the President notify the Maryland State
Department of Assessments and Taxation that the
address of this corporation has been changed from
45 East Franklin Street, Hagerstown, Md., to 11 North
Locust Street, Hagerstown, Md.



Glass Shop, Im.

NOTICE OF CHANGE OF PRINCIPAL DEFINE A STATE OF CHANGE OF CHANGE OF PRINCIPAL DEFINE A STATE OF CHANGE OF CHAN

received for record January 26, 1961

. at 9:33 A.M.

and recorded in Liber F No. 2 2 9

Folio No. 22 one o

the charter records of the State Department of Assessments and Taxation of Maryland Clerk of the Circuit Court of Washington County

AA Nº 631

Recording Fee Paid \$2.00

### HAGERSTOWN SAVINGS AND LOAN ASSOCIATION INC.

127 WEST WASHINGTON STREET

RE 3-4422

HAGERSTOWN, MARYLAND

SPECIAL MEETING OF THE BOARD OF DIRECTORS
Jan. 16, 1961

A meeting of the Board of Directors of the Hagerstown Savings and Loan Association was called for the purpose of the approval of the change of principal office address from:

112 Equitable Building, Baltimore 2, Md.,

tos

127 West Washington St., Hagerstown, Md.

A motion was made and duly approved to effect the above change and to make proper notification to the State Tax Commission with payment of the necessary recording fee.

James R. Reese, Jr., Fres.

Joseph N. Rowe, V-Pres.



NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

HATERSTOWN SAVINGS AND LOAN ASSOCIATION, INC

received to record February 16, 196; and recorded in Liber F No. 230

, at 9:45 A.M.

Folio No4463 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

Clerk of the Circuit Court of Washington County

AA Nº 665

Recorded June 1, 1961 at 12:45 P.M. Liber 10, Receipt No. 186948

ARTICLES OF INCORPORATION

OF

BAY STATES NEWS DISTRIBUTORS, INC.

#### THIS IS TO CERTIFY:

postoffice address is 746 Mt. Vernon Drive, Hagerstown, Maryland; Melvin C. Greenwald, whose postoffice address is 919 Rolling Road, Hagerstown, Maryland; and Hannah Greenwald, whose postoffice address is 1023 View Street, Hagerstown, Maryland, all being at least twenty one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is Bay States News Distributors, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To purchase, sell and distribute newspapers, magazines, periodicals, records, books and kindred products at wholesale or retail.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situate.
- (d) To purchase or otherwise acquire, hold and reissue shares of its capital stock and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of any shares of stock of any other corporation or association organized under the Laws of the State of Maryland or of any other state; and upon a dis-

tribution of the assets or division of the profits of this Corporation, to distribute any such shares of stock among the stockholders of this Corporation.

- (e) To loan or advance money with or without security, without limitation as to amount; and to borrow or raise money for any of
  the purposes of the Corporation and to issue bonds, debentures, notes
  or other obligations of any nature for money borrowed or for any other
  lawful consideration.
- (f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others or through others for its own account and to carry on any other business which may be deemed by it to directly or indirectly effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them to enhance the value of its property, business or rights.
- (g) To carry on all or any part of the aforesaid purposes and to conduct its business in any or all of the states of the United States of America and to maintain offices or places of business in any of the states of the United States of America.

The aforegoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is rear of 116 North Potomac Street, Hag-

erstown, Maryland. The resident agent of the Corporation is Melvin C. Greenwald, whose postoffice address is 919 RollingRoad, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have three directors and Richard M. Greenwald, Melvin C. Greenwald and Hannah Greenwald shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as the Board of Directors may deem advisable, irrespective of the value or amount of such consideration, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any

contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- (c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.
- (d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the totalnumber of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises,

in whole or in part, of other corporations or unincorporated business entities.

EIGHTH: The duration of the Corporation shall be perpetual. IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this Ga day of February, 1961.

(SEAL)

(SEAL)

(SEAL)

Witness:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this Jan day of February, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Richard M. Greenwald, Melvin C. Greenwald and Hannah Greenwald and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal.

ssion expires: May 1, 1961

ARTICLES OF INCORPORATION

OF

BAY STATES NEWS DISTRIBUTORS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 10, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 8693

Recorded in Liber 33, folio 47, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......20.00.......Recording fee paid \$......10.00......

To the clerk of the Ale Circuit Court of Washington County

IT IS HEREBY CERTIFIED that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles flikeritzen

Recorded June 1, 1961 at 12:45 P.M. Liber 10, Receipt No. 186498
R. & L., INC.

ARTICLES OF INCORPORATION
(Under Section 4)

FIRST: We, the undersigned, J. Kenneth Ridenour, whose post office address is 200 Calvert Terrace, Hagerstown, Maryland, Harold W. Lyon, whose address is 1302 Hamilton Blvd., Hagerstown, Maryland, and W. Warren Etultz, whose post office address is Route 6, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate curselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation is R. & L., Inc.

THIRD: The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

- (1) To conduct a jewelry and/or obtical business, at wholesale and rotail, in all its or their branches.
- (2) To carry on the business of buying, selling, manufacturing, importing and exporting and generally dealing in all kinds of merchandise and to carry on a general merchandise and manufacturing business including, but not limited to, the right to manufacture, buy, sell, import and export, deal in, market and otherwise burchase and dispose of jewelry, diamonds, precious stones, gold and silverware, watches, clocks, chronometers, platedware, umbrellas, opera glasses, bineculars, optical and scientific instruments, household appliances, furnishings and furniture and all other articles of merchandise which may conveniently be handled with the articles of merchandise herein specifically enumerated.
- (3) To acquire the good-will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, business, association

or corporation; to pay for the same in cash, the stock of this corporation, bonds, or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, to exercise all the powers necessary or convenient in and about the conduct and management of such business.

- (4) To apply for, purchase or in any manner to acquire and to hold order or operate or sell in any manner dispose of and to grant license or other rights in respect of and in any manner deal with any and all rights, inventions, improvements and processes used in connection with or secured under licenses, patent or copyrights of the U.S. or other countries, or otherwise, and to work, operate or develop the same and to carry on business, manufacturing, or otherwise which may be deemed to directly or indirectly effectuate these objects or any of them.
- (5) To manufacture, or to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, rent, transfer opin any manner dispose of and to deal and trade in goods, weres, merchandise and property of any and every class and description whether real, personal or mixed, and in any part of the world.
- (6) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of or any bonds, securities, or other evidences of indebtedness issued or created by any other corporation or corporations of this state or any other state, country, nation or government, and while owner of said stock, to exercise allof the rights, powers, and privileges of ownership, including the right to vote thereon to the same extent as natural persons might or

could do.

- kind and with any persons, firm, associations or corporation municipal body politic, county, territory, state, national government, or colony or dependency thereof, and without limits as to amount, to draw, make, accept, andorse, discount its own paper, execute andissue promises, any notes, drafts, bills of exchange, warrants, bonds, mortgages, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise as well as to secure the same by mortgage or otherwise as well as to secure the same by mortgage or otherwise, so far as may be permitted by laws of the State of Maryland.
- (8) In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporation formed thereunder and to exercise and enjoy allpowers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not other being intended to exclude any such/powers, rights and privileges.

FOURTH: The post office address of the principal office of the Corporation in this State is 1302 Hamilton Blvd., Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are: Harold W. Lyon, 1320 Hamilton Blvd., Hagerstown, Maryland, who is a citizen of Maryland and actually resides theein.

FIFTH: The total amount of authorized capital atock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value divided into One Thousand (\$1,000) shares of the par value of One Hundred (\$100.00) Dollars per share.

SIXTH: The number of directors of the Corporation shall

be three (3) which number may be increased or decreased pursuant the bylaws of the corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are J. Kenneth Ridenour, Harold W. Lyon and W. Warren Stultz.

SEVENTH: The duration of this Corporation shall be serbetual.

IN WITNESS WHEREOF, We have signed these Articlesof Incorporation on February (#, 1961.

ITTESS:

1. J. Kenneth Ridenour

2. 1-6 and 2 Harold W. Lyon

3. Werren Stules

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on February 6th, 1961, before me, the subscriber, a Notery Public of the State and County aforesald, personally appeared J. Kenneth Ridenour, Herold W. Lyon and W. Werren Stultz, and severally acknowledged the aforegoing Articles of Encorporation to be their act.

WITNESS my hand and official Notarial Seal.

Mary Bishop

Commission Expires: May 1, 1961. ARTICLES OF INCORPORATION

approved and received for resord by the State Department of Assessments and Taxation

of Maryland February 7, 1961 at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

8615

Recorded in Liber 31, folio 326, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the .... Girouit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charles III

Recorded June 1, 1961 at 12:45 P.M. Liber 10, Receipt No. 186498

R & G DEPARTMENT STORE, INC.
ARTICLES OF AMENDMENT

R & G Department Store, Inc. a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter called "the corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the corporation is hereby amended by striking out Article Second of the Articles of Incorporation, and inserting in lieu thereof, the following:

"SECOND: The name of the corporation (which is hereinafter called 'the corporation' is:

ROSEN'S DOWNTOWN. INC."

SECOND: The Board of Directors of the corporation at a meeting duly convened and held on December 30, 1960, adopted a resolution, in which was set forth the foregoing amendment to the charter, declaring that the said amendment to the charter was advisable, and directing that it be submitted for action thereon to a special meeting of the stockholders.

THIRD: Pursuant to waiver of notice said amendment of the charter was submitted to a meeting of the stockholders of the corporation held on December 30, 1960, at which meeting all of the shares of stock of the corporation issued, outstanding and entitled to vote were represented in person, and at said meeting said amendment was duly and unanimously adopted by all of

the stockholders.

FOURTH: The amendment of the charter of the corporation, as hereinabove set forth, has been duly advised by the Board of Directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF R & G DEPARTMENT STORE, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its secretary, this 3 day of February, 1961.

R & G DEPARTMENT STORE, INC

Norman Rosen, Presiden

ATTEST.

Robert H. Rosen, Secretary.

STATE OF MARYLAND: WASHINGTON COUNTY: SS

I HEREBY CERTIFY that on this 3 ddy of February, 1961, before me the subscriber, a Notary Public of the State of Maryland, in and for Washington County aforesaid, personally appeared Norman Rosen, President of R & G Department Store, Inc. a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Robert H. Rosen, and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation as therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

Notary Publi

9

ARTICLES OF AMENDMENT

R & G DEPARTMENT STORE, INC. changing its name to ROSEN'S DOWNTOWN, INC.

ceived for record by the State Department of Assessments and Taxation

of Maryland

February 7, 1961 at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

8617

Recorded in Liber 331, folio333, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$....10.00

To the clerk of the

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland

AS WITNESS my hand and seal of the said Department at Baltimore.

Male Hang

Recorded June 1, 1961 at 12:45 P.M. Liber 10, Receipt No. 186498

McCOMAS-ARMSTRONG, INCORPORATED

ARTICLES OF REDUCTION

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of McComms-Armstrong, Incorporated, a corporation of the State of Maryland, with its principal office in the city of Hagerstown, Maryland, by unanimous action of the Board with all members present at the regular meeting of the Board on April 9, 1957 recommended to the stock. holders of the corporation that 420 shares of the common stock of the corporation held by the corporation as treasury stock should be retired..

SECOND: That on January 21, 1958, at the annual meeting of the stockholders of McComas-Armstrong, Incorporated, it was unanimously decided by all the stockholders present, representing more than two-thirds of the stock of the corporation issued and outstanding, that the said 420 shares of common stock of the corporation should be retired effective as of that date.

THIRD: The total issued capital stock of the corporation before the reduction mentioned above was 2,280 shares of common stock of a par value of \$5.00 per share.

FOURTH: That the total issued capital stock of the corporation after the reduction authorized by the Board of Directors of the corporation and the stockholders of the corporation was 1,860 shares of common stock of a par value of \$5.00 per share.

IN WITNESS WHEREOF, McComas-Armstrong, Incorporated has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached and attested by its Secretary, this day of January, 1961.

McCOMAS-ARMSTRONG, INCORPORATED

Glarence W. Emerson, President

Edwin A. Hook, Secretary

ATTESM

STATE OF MARYLAND

1 85

COUNTY OF WASHINGTON

I hereby certify that on the 3/2 day of January, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Clarence W. Emerson, President of McComas-Armstrong, Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Reduction to be the corporate act of said corporation, and at the same time personally appeared Edwin A. Hook and made oath in due form of law that he was Secretary of the meetings of the Board of Directors and of the stockholders of the corporation at which the stock retirements in question were authorized, and that the matters and facts set forth in said Articles of Reduction are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

Darathy D. Harris Notary Public

County Kin Expires May 1, 1961.



approved and received for record by the State Department of Assessments and Taxation of Maryland February 3, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

8594 A

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland

AS WITNESS my hand and seal of the said Department at Baltimore.

Ghenla fland

MERCHANTS WHOLESALE GROCERY COMPANY P.M. Liber 10, Receipt No. 187525 Recorded July 7, 1961 at 12:09 MARYLAND)

#### Change of Resident Agent

It is hereby certified, pursuant to Section 8 of the General Corporation Law of the State of Maryland, that at a meeting of the Board of Directers of Merchants Wholesale Grocery Company, a Maryland corporation, duly held pursuant to call on the 8th day of March, 1961, the following resolution was duly adopted:

"RESOLVED, That the appointment of Regis J. Haughey, lately resident agent of this Corporation at 300 West Franklin Street, in the city of Hagerstown, Maryland, is hereby revoked and that P. James Fahey, a citizen of and a resident in the State of Maryland, whose post office address is 300 West Franklin Street, Hagerstown, Maryland, is hereby appointed as resident agent of this Corporation."

WITNESS our hands this 8th day of March, 1961.

President

Secretary

STATE OF KENTUCKY )
) Sct.
COUNTY OF JEFFERSON)

Before me, a Notary Public in and for the State and County aforesaid, this day appeared J. A. Doll, President, and J. L. Doll, Secretary, respectively, of Merchants Wholesale Grocery Company, a Maryland corporation, and acknowledged the foregoing to be their act and deed and the act and deed of Merchants Wholesale Grocery Company.

WITNESS my hand this 8th day of March, 1961.

My commission expires Alcemble 31,

Notary Public, Jefferson County, Kentucky

Notary Public. Then County, Ky.
My Commission pires Dec. 31, 1963

NOTICE OF CHANGE OF RESIDENT ACTION OF MERCHANTS MECCEPTION OF MERCHANTS MECCEPTION OF MERCHANTS WINDER

received for record March 22, 1961

, at 1:18 P.M.

and recorded in Liber F No. 235

Folio No. 209 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

Clerk of the Circuit Court of Washington County

AA Nº 710

Recording Fee Paid \$2.00

Recorded July 7, 1961 at 12:10 P.M. Liber 10, Receipt No. 187525

HUB CITY REALTY CORPORATION

ARTICLES OF INCORPORATION

Office Address is 295 Frederick Street, Hagerstown, Maryland, John E. Easterday, whose Post Office Address is Rt. 1, Williamsport, Maryland and Norma A. Sardella, whose Post Office Address is 121 North Locust Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is herein-after called the Corporation) is

Hub City Realty Corporation

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in the Real Estate business under the appropriate Statutes of Maryland pertaining to such business.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
  - (c) To purchase, lease, or otherwise acquire, hold,

develop, improve, mortgage, sell, exchange, let, or in any manner 381 encumber or dispose of real property wherever situated.

- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of, natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises, or assets, by the issue, in accordance with the Laws of the State of Maryland, of stock, bonds or other securities of the Corporation or otherwise.
- enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

of the Corporation in this State is 82 W. Washington Street, Hagers, town, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State are William J. Dwyer, 82 W. Washington Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) Shares of the part value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall at all times consist

of an odd number of directors and shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

E. Eugene Geary, John E. Easterday and Norma A. Sardella.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 7th day of March, A.D.1961.
WITNESS:

William & Durfer as to Engene Geary (SEAL)

William & Durfer as to form & Gasterday (SEAL)

William & Durfer as to Norma a Sandella (SEAL)

Norma A. Sardella (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 75 day of March, A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared E. Eugene Geary, John E. Easterday and Norma A. Sardella, all of whom being personally known to me, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

Constance M. Falf
Notary Public

My Commission Expires:

5/1/61

HUB CITY REALTY CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1961 9:00 o'clock A. M. as in conformity with law and ordered recorded.

9071

Recorded in Liber 735, folio 72, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded July 7, 1961 at 12:10 P.M. Liber 10, Receipt No. 187525

### ARTICLES OF INCORPORATION

#### HALFWAY LIQUORS, INC.

#### THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ELVIN H. BLUMBERG, whose postoffice address is 42 Red Oak Drive, Hagerstown, Maryland, NICOLI DISEATI, whose postoffice address is 445 Clarendon Avenue, Hagerstown, Maryland and IRVING M. EINBINDER, whose postoffice address is 42 Jonathan Street, Hagers-town, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

### HALFWAY LIQUORS, INC.

THIRD: The purposes for which the Corporation is formed are as

(a) To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottles, cans, kegs, or containers of every kind or description.

(b) To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
 (c) To merchandise, sell, offer for sale, and distribute at whole-

sale and retail, foods and foodstuffs of all kinds and descriptions and to generally deal in groceries and grocery products.
(d) To manufacture, purchase or otherwise acquire, hold, transfer

or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real

property wherever situated.

follows:

(f) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares

- and merchandise of every description.

  (g) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebt-edness and liabilities thereof, and to pay for any such property, rights, business contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (h) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(i) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(j) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any

such other corporation or association.

(k) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(1) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its

property, business or rights.

(m) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 42 Jonathan Street, Hagerstown, Maryland. The resident agent of the Corporation is IRVING M. EINBINDER, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into

Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3) and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are ELVIN H. BLUMBERG, NICOLI DISEATI, and IRVING M. EINBINDER.

IN WITNESS WHEREOF, we, ELVIN H. BLUMBERG, NICOLI DISEATI, and IRVING M. EINBINDER, being all the incorporators herein above named have hereunto set our respective hands and seals this see day of , 1961.

Etvin H. Blumberg (SEAL

WITNESS:

Gloria Hollan

Will Disease

(SEAL)

Nicoli Diseati

Y Irving M. Einbinder

\_(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 300 day of March , 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared ELVIN H. BLUMBERG, NICOLI DISEATI, and IRVING M. EINBINDER, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above

written.

Notary Public

My Commission Expires May 1, 1961

Gloria Hollar)

ARTICLES OF INCORPORATION?

HALFWAY LIQUORS, INC.

RECT TO N. 'SI

approved and received for record by the State Department of Assessments and Taxation of Maryland March 15, 1961 at 11:35 o'clock A. M. as in conformity with law and ordered recorded.

A 9166

Recorded in Liber 326, folio 330 one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the

Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Thanks & Barly

follows:

## Recorded July 7, 1961 at 12:10 P.M. Liber 86, Receipt No. 187525 ARTICLES OF INCORPORATION

OF

#### DRAG-RACING, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ELWOOD W. GRIMM, whose postoffice address is Route # 2, Smithsburg, Maryland, BOBBIE E. GRIMM, whose postoffice address is Route # 2, Smithsburg, Maryland, and IRVING M. EINBINDER, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

### DRAG-RACING, INC.

THIRD: The purposes for which the Corporation is formed are as

(a) To establish and maintain suitable grounds and a track for necessary buildings, erections, and improvements, and to conduct on said grounds and track motor vehicle racing, exhibitions, and contests of speed, and races of every kind and description, for premiums, purses, and other awards made up from fees or otherwise, and to charge the public for admission thereto and to said grounds and track, and to let such rights and privileges to others; to conduct restaurants, cafes, and other stands for the sales of food and other refreshments to persons on said premises, and to let the privilege of conducting the same to others, and to do and perform all other acts necessary for fully accomplishing the purposes hereinbefore specifically enumerated. To do all things that may be properly done incidental to the foregoing purposes and to have all the rights and privileges in this state which accrue to manufacturing and business corporations under the laws of the State of Maryland.

(b) To manufacture, purchase or otherwise acquire, hold, mort-gage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the

laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Route # 2, Smithsburg, Maryland. The resident agent of the Corporation is ELWOOD W. GRIMM, whose postoffice address is Route # 2, Smithsburg, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Eleven (11) shares without par value, all of which shares are of one class and are designated Common Stock.

SIXTH: The Corporation shall have Three (3) directors and ELWOOD W. GRIMM, BOBBIE E. GRIMM, and IRVING M. EINBINDER shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

IN WITNESS WHEREOF, we, ELWOOD W. GRIMM, BOBBIE E. GRIMM, and IRVING M. EINBINDER, being all the incorporators herein above named have hereunto set our respective hands and seals this 3<sup>20</sup> day of March, 1961.

Elwood W. Grimm

WITNESS:

mm (SEAL)

Y Inving M. Einbinder

(SEAL)

Illouis Hollar

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3 RD day of March, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared ELWOOD W. GRIMM, BOBBIE E. GRIMM, and IRVING M. EINBINDER, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above

Notary Public

My Commission Expires: May 1, 1961

Gloria Hollan

ARTICLES OF INCORPORATION >

01

DRAG-RACING, INC.

approved and received for record by the State Department of Assessment and Taxation Sei of Maryland Narch 15, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9165

Recorded in Liber 736, folios 6 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gands Albertys

Recorded July 7m 1961 at 12:10 P.M. Liber 10, Receipt No. 187525

# HISTORICAL TOURS INC. ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Calvin Merritt Mahaney, whose Post Office Address is Rt.1, Fairplay, Maryland, William J. Dwyer, whose Post Office Address is 82 W. Weshington Street, Hagerstown, Maryland, and Norma A. Sardella, whose Post Office Address is 121 N. Locust Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

Historical Tours, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To engage in the business of conducting public tours and matters relating to the arrangements of same in the vicinity of Antietam Battlefield, Harper's Ferry and other historical sites.
- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of, natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

- any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorised to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises, or assets, by the issue, in accordance with the Laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.
- enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

FOURTH: The Post Office Address of the principal office of the Corporation in this State is 82 W. Washington Street, Hagerstown, Maryland. The name and Post Office Address of the resident agent of the Corporation in this State are William J. Dwyer, 82 W. Washington Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) Shares of the part value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of Ten Thousand (\$10,000 00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall at all times consist of an odd number of directors and shall never be less than three;

and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Calvin Merritt Mahaney, William J. Dwyer, and Norma A. Sardella.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

/s/ Connie Foltz	as to	/s/ Calvin Merritt Mahaney Calvin Merritt Mahaney	_(SEAL
/s/ Connie Foltz	as to	/s/ William J. Dwyer William J. Dwyer	_(SEAL
/s/ Connie Foltz	as to	/s/ Norma A. Sandalla	(SPAT

Norma A. Sardella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th of March, A.D.1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Calvin Merritt Mahaney, William J. Dwyer and Norma A. Sardella, all of whom bein personally known to me, and acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.

/s/ Connie Foltz Notary Public My Commission Expires:

May 1, 1961

I HEREBY CERTIFY that on this 17th day of Max. A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared William J. Dwyer, Attorney, who did make oath in due form of law that the aforegoing in a true copy of the articles of Incorporporation of Historical Tourt, Inc. prepared by his office in the regular course of business. WITNESS my hand and official Mosrial seal.

Notary Public

My Commission Expires:

Note: This conformed charter paper replaces the original charter filed with this Department on March 30, 1961 which was inadvertently destroyed.

Charles A.Bartgis Chief Clerk

ARTICLES OF INCORPORATION

OF

HISTORICAL TOURS INC.

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SHINGTON COUNTY
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CEIPTION SOUNDER CANEET

approved and received for record by the State Department of Assessments and Taxation of Maryland March 30, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 1/7/8/1/8/

Recorded in Liber 1944, folio 207 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$. 20,00 Recording fee paid \$. 10,00

To the clerk of the Circuit

Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Showlas Mittentes

Recorded July 7, 1961 at 12:10 P.M. Liber 10, Receipt No. 187525

# ARTICLES OF INCORPORATION OF PENNMARVA CREDIT CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Benjamin F. Thomas, whose postoffice address is State Line, Pennsylvania, Glenn E. Miller, whose postoffice address is Route 2, Williamsport, Maryland, and Kenneth J. Mackley, whose postoffice address is 1219 Mt. Aetna Road, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articels.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: Pennmarva Credit Corporation.

THIRD: The purpose for which the Corporation is formed are as follows:

(a) To engage generally in the mercantile brokerage business; to loan money on open accounts, bills and accounts receivable, inventions, warehouse receipts, raw materials, stocks, bonds, choses in action, and any and all other forms of real, personal, or mixed property, and choses in action; to receive and accept transfers, pledges, mortgages, conditional sales contracts, stocks, bonds and other evidences of indebtedness, inventories, stocks of merchandise including after acquired property, pledges of accounts receivables in existence or of those subsequently created as substitutes therefor, bills and notes receivable, contracts for pledges of future revenues, growing crops planted and to be planted and harvested, livestock, including the increase thereof, standing timber to be cut and removed, raw material to be manufactured and sold, and without limitation any contracts, choses in action and property of every character whatever, and to deal with the same as owner, lender,

factor, consignor, or otherwise as a means of security or of recovering money or property advances, invested or loaned.

- (b) To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobiles, trailers, trucks and other motor vehicles, boiler, elevator, accident, health, burglary, rent, marine, credit, and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents or brokers by such companies and to conduct a general insurance agency and insurance brokerage business.
- (c) To acquire, purchase, own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade, or otherwise deal in real or personal property, stocks, bonds, securities, choses in action or any interest therein.
- (d) To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, warehouses receipts, bonds, debentures and other negotiable and non-negotiable instruments.
- (e) To conduct investigations, credit and business researches, enter into profit sharing arrangements, promote, organize or cause to be organized, any corporation, firm, or partnership in aid of business; to finance and aid by loan, subsidy, consignment, or otherwise, any corporation, association, syndicate or entity, and to conduct or co-operate in conducting any business or enterprise and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, good-will, franchises or assets by the issue, in accordance with laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (f) To carry on any of the business hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business

which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(g) To carry out all or any part of the aforesaid purpose, and to conduct its business in all or any of its branches in any state and in foreign countries, and tomaintain offices and agencies therein.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 2041 Pennsylvania Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Mr. Kenneth J. Mackley, whose postoffice address is 1219 Mt. Aetna Road, Hagerstown, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of Ten Dollars (\$10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Million Dollars (\$1,000,000.00).

SIXTH: The Corporation shall have five (3) directors which number may be increased or decreased pursuant to the by laws of the Corporation, but shall never be less than three; and Benjamin F. Thomas, Glenn E. Miller, and Kenneth J. Mackley shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

every shareholder shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election for directors, every shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected and for whose election he has a right to vote, or to cumulate his votes by giving one candidate as many votes as the number of such directors multiplied by the number of his shares shall equal, or by distributing such votes on the same principal among any number of such candidated.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and shareholders:

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.
- (b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, ormay be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this

Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

- (c) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.
- (d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of term shall have been authorized by the holders of four-fifths of all such stock at the time outstanding, by vote at a meeting or in writing or without a meeting.
- (e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.
- (f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock,

whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchised, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 10th day of March, 1961.

Benjamin F. Thomas

Glebn E. Miller

WITNESS: Kenneth J. Marckley

as to Benjamin F. Thomas

kee as to Glenn E. Miller

Bole Bake as to Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS, is to certify that on this 10th day of March, 1961, before me, the subscriber, a Notary Public for the State and County aforesaid, personally appeared Benjamin F. Thomas, Glenn E. Miller and Kenneth J. Mackley and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal the day and

Betty Baker Notary Public

Comm. Exp.

6 A ...

ARTICLES OF INCORPORATION

OF

PENNMARVA CREDIT CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland March 13, 1961 at 9:00 o'clock M. as in conformity with law and ordered recorded.

A 9119

Recorded in Liber 1236, folio 250, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 200.00 Recording fee paid \$ 14.00

To the clerk of the

Circuit

Court of

Washington County

TTIS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Marks MBaffy

## STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION of the

HARDWARE CHRITER OF HADERSTOWN, ENG.

Albert W. Ward

107

Recorded July 7, 1961 at 12:10 P.M. Liber 10, Receipt No. 187525

HARDWARE CENTER OF HAGERSTOWN, INC.

ARTICLES OF DISSOLUTION

THIS IS TO CERTIFY:

1. The name of the corporation is:

HARDWARE CENTER OF HAGERSTOWN, INC.

and the post office address of its principal office in the State of Maryland, is 239 West Antietam Street, Hagerstown, Maryland.

- 2. Thurman C. Lindsey, whose post office address is 110 W. Washington Street, Hagerstown, Maryland, is the resident agent of said corporation, in the State of Maryland, service of process upon whom shall bind the corporation in any action, suit, or proceeding pending or thereafter instituted or filed against the corporation for one year after dissolution, and thereafter until the affairs of the corporation are wound up, and the said Thurman C. Lindsey is a resident of the State of Maryland, and actually resides therein.
- 3. The names and post office addresses of the directors of the corporation are as follows:

Henry K. Testerman, Lantz, Maryland

Edward L. Pomeroy, 5 Fairgreen Circle, Hagerstown, Maryland.

Charles McKee, 47 Broadway, Hagerstown, Maryland.

- C. Rex Pomeroy, 28 Coffman Avenue, Hagerstown, Maryland.
- 4. The name, title and post office address of each of the officers of the corporation is as follows:

Henry K. Testerman, President, Lantz, Maryland.

Charles McKee, Vice-President, 47 Broadway, Hagerstown, Maryland.

Edward L. Pomeroy, Secretary-Treasurer, 5 Fairgreen Circle, Hagerstown, Maryland.

- 5. That the dissolution of the corporation was duly authorized by unanimous vote of the entire Board of Directors on August 17, 1960, and that the dissolution of the corporation was duly advised by the Board of Directors and authorized unanimously by the Stockholders of the Corporation at a Special Meeting of Stockholders on August 17, 1960, in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (1957 Edition).
  - 6. That the corporation has no known creditors.
  - 7. That the corporation is hereby dissolved.
- 8. That these Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland, of the Collector of Taxes for Washington County, Maryland, and of the Tax Collector of the City of Hagerstown, Maryland, (being all collectors of taxes upon whose rolls this corporation's property is listed as taxable), stating in effect that all taxes levied on assessments made by the State Tax Commission and billed by and payable to such collecting authorities by the corporation have been paid, except taxes barred by Section 212 of Article 81 of the Annotated Code of Maryland (1957 Edition), or otherwise.

IN WITNESS WHEREOF, Hardware Center of Hagerstown, Inc. has caused its name to be hereunto subscribed by Henry K. Testerman, its President, and its corporate seal to be hereto affixed and duly attested by Edward L. Pomeroy, its Secretary, this 28th day of December, A.D., 1960.



HARDWARE CENTER OF HAGERSTOWN, INC.

By Blessy N. Oles Erman Henry K. Testerman, President

Attest as to Corporate Seal:

Edward L. Pomeroy, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 28th day of December,
A.D., 1960, before me, the subscriber, a Notary Public in and for
the State and County aforesaid, personally appeared Henry K.

Testerman, the President of Hardware Center of Hagerstown, Inc.,
a Maryland Corporation, and acknowledged the aforegoing Articles
of Dissolution to be the act of said corporation, and at the same
time also personally appeared Edward L. Pomeroy, Secretary of
Hardware Center of Hagerstown, Inc., and Secretary of the Special
Meeting of the Board of Directors at which the dissolution of the
corporation was duly authorized, and also Secretary of the
Special Meeting of Stockholders at which the dissolution of said
corporation was authorized and approved, and made oath in due
form of law that the matters and facts set forth in the aforegoing
Articles of Dissolution with respect to authorization and approval
are true to the best of his knowledge.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Notarial Seal.

Ethel P. Stephey, Notary Public

y commission expires:

May 1, 1961



STATE OF MARYLAND

COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
ANNAPOLIS. MARYLAND

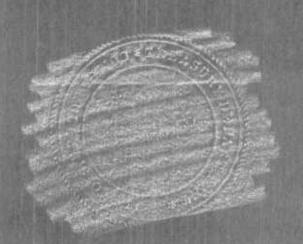
COMPTROLLER

BERNARD F. NOSSEL

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

HARDWARE CENTER OF HAGERSTOWN, INC. have been paid.

WITNESS my hand and official seal this tenth day of January A. D. 1961.



Deputy Comptroller

Hugh K. Troxell TREASURER WASHINGTON COUNTY, MD. Hagerstown, Maryland

August 17, 1960

To Whom it May Concern:

This is to certify that all taxes Real and Personal du e Washington County and the State of Maryland, as certified by the State Department of Assessments and Taxation, have bean paid in full, by Hardware Center of Hagerstown, Inc.

Hugh K. Troxell PAR.
Treasurer
61-NA.



## CITY OF HAGERSTOWN MARYLAND

DEPARTMENT OF REVENUE & FINANCE W. H. BURHANS, SR. TAX COLLECTOR & TREASURER

December 22, 1960

TO WHOM IT MAY CONCERN:

I, WILLIAM H. BURHANS, Sr., Treasurer and Tax
Collector for THE CITY OF HAGERSTOWN, do hereby
certify that the records of my office do not
show any unpaid MUNICIPAL TAXES, interest or
penalties owing by, Hardware Center of Hagerstown,
Inc., up to and including the year 1960.

61-NA

W. H. Burhans Sr.

W. H. Burhans, Sr. Tax Collector & Treasurer

WHB, Sr/fc

#### ARTICLES OF DISSUUTION

OF

HARDWARE CENTER OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 8, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9057

Recorded in Liber 35, folio 77, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

To the clerk of Ahe

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Charle MBatter

# HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, TNC.

127 WEST WASHINGTON STREET

RE 3-4422

HAGERSTOWN, MARYLAND

April 10, 1961

Maryland State Departments of Assessments and Taxation, 301 W. Preston St., Baltimore 1, Md.

Gentlemen:

Please be advised the address of the principal off ice of The Hagerstown Savings and Loan Association, Inc., has been changed from:

127 West Washington Street

to

1730 Route 40 East,

Hagerstown, Md.

Enclosed is check for cost of recording.

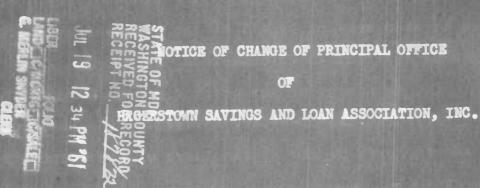
Very truly yours,

Joseph N. Rowe, Vice-Pres.

Hagerstown Savings and Loan

Association, Inc.

41)



received for record April 17, 1961

, at 1:10 P.MM.

and recorded in Liber F No. 239

Folio No. 3// one of

the charter records of the State Department of Assessments and Taxation of Maryland.

Clerk of the Circuit Court of Washington County

AA Nº 755

Recorded July 19, 1961 at 12:34 P.M. Liber 10, Receipt No. 187872

## O. P. BOHMAN, INCORPORATED.

### ARTICLES OF AMENDMENT

O. P. Bohman, Incorporated, a Maryland corporation, having its principal office in Washington County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments & Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out SIXTH of the Articles of Incorporation and inserting in lieu thereof the following:

"SIXTH: The total number of shares of stock of which the corporation has authority to issue is 10,000 shares of the par value of \$10.00 per share, all of one class, and having an aggregate par value of \$100,000.00."

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on March 20, 1961, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment to the Charter was advisable and directing that it be submitted for action thereon at a special or annual meeting of the stockholders of the Corporation, to be held on March 31, 1961.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment to the Charter, and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by all of the outstanding stock of the Corporation entitled to vote thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of each class are as follows: 2,500 shares of the par value of \$10.00 each.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows: 10,000 shares, all

of one class, of the par value of \$10.00 each.

413

(c) The total number of shares of stock outstanding at the time of the adoption of the resolution to increase the capitalization was 1,658 shares.

IN WITNESS WHEREOF, O. P. Bohman, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed, attested by its Secretary, on April / , 1961.

ATTEST:

O. P. BORMAN, INCORPORATED,

By: O. B. Bohman

Robert P. Bohman, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this A day of A 1961, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared O. P. Bohman, President of O. P. Bohman, Incorperated, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Robert P. Bohman, and made oath in due form of law that he was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal the day and year last above written.

Notary Public

My commission expires: 5/1/61

ARTICLES OF AMENDMENT

OF

O. P. BOHMAN, INCORPORATED

SHINGTON COUNTY
SHINGTON COUNTY
FOR RECORD

12 34 PH '61

NDE NITE OF ALE

approved and received for record by the State Department of Assessment and Taxation

of Maryland April 3, 1961

at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

A 9461

Recorded in Liber 39, folio 5, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......20.00......Recording fee paid \$.....10.00......

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Essalu Dantya

Recorded July 20, 1961 at 12:34 P.M. Liber 10, Receipt No. 187872

ANTIETAM POST # 236, THE AMERICAN LEGION, INC.

## ARTICLES OF REVIVAL

Antietam Post #236, The American Legion, Inc., a
Maryland corporation having its principal office in Sharpsburg,
Washington County, Maryland, hereinafter called the Corporation,
hereby certifies to the State Department of Assessments and
Taxation of Maryland, that:

FIRST: The Charter of the Corporation was forfeited on October 31, 1951, for the non-payment of taxes or for failure to file an annual report with State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Antietam Post #236, The American Legion, Inc.

THIRD: The name by which the Corporation will hereafter be known is Antietam Post #236, The American Legion, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Sharpsburg, Washington County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Francis Saunders, Sharpsburg, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited.
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Treasurer of the Corporation have signed these Articles of Revival this 15th day of March, 1961.

WITNESS:

Campter Francis R Saunder

Notary Public

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of March, A.D., 1961, before me, the subscriber, a Notary Public in and for the Stateand County aforesaid, personally appeared and Faragraphic and Faragraphic American Legion, Af Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial S

Comm. Exp. May 1, 1961

ARTICLES OF REVIVAL

OF

ANTIETAM POST # 236, THE AMERICAN LEGION

approved and received for record by the State Department of Assessments and Taxation of Maryland April 6, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 9484

Recorded in Liber 240, folio 5, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Special Fee | Seconding fee paid \$ 10.00 | Necording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Marke Il Barton

Recorded July 19, 1961 at 12:34 P.M. Liber 10, Receipt No. 187872

ARTICLES OF INCORPORATION

WASHINGTON COUNTY HOLSTEIN-FRIESIAN ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Earl B. Grove, Sr., whose post office address is Route #3, Hagerstown, Maryland; Robert K. Firey, Jr., whose post office address is Route #1, Clear Spring, Maryland; Stella M. Graves, whose post office address is Route #1, Clear Spring, Maryland; Irvin H. Horst, whose post office address is Route #1, Clear Spring, Maryland; William H. Price, whose post office address is Route #2, Clear Spring, Maryland; Coy A. Price, whose post office address is Route #1, Richard J. Rice, whose address is Route #1, Hegerstown, Maryland, Boonsboro, Maryland; F. Roulette, whose post office address is 115 West Main Street, Sharpsburg, Maryland; and Minor C. Donnell, whose post office address is 136 Greenberry Road, Hagerstown, Maryland; all being of full legal age, do under and by virtue of the general laws of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the corporation) is "WASHINGTON COUNTY HOLSTEIN-FRIESIAN ASSOCIATION, INC."

THIRD: The purposes for which the corporation is formed and the above objects to be carried on and promoted by it are as follows:

ton County, Maryland, through sound culling, breeding, and management and to establish policy and rules for the conduct of said program that may be adopted from time to time by the corporation and in keeping with the rules and regulations of the National Holstein-Friesian Association of America, and in keeping with the rules and regulations of the Dureau of Dairy Industry of the United States Department of Agriculture, and the University of

MARTIN V. B. BOSTETTER ATTORNEY AT LAW HAGERSTOWN, MD. Maryland; no part of the net income of the funds inures to the benefit of any private share holder or individual having a personal or private interest in the activities of the corporation; provided, no substantial part of the funds of the corporation shall be used to carry on propaganda or otherwise influence legislation.

To receive and maintain a fund or funds and to apply the income and principal thereof to promote the advancement and diffusion of knowledge and understanding by promoting the cause of the corporation.

To collect, receive and maintain a fund or funds by subscription or otherwise and to apply the income and principal thereof to the promotion of the purposes hereinbefore set out and to
use as means to those ends, research, publication, the employment
of experts and the establishment and the maintenance of bureaus,
committees, offices and agencies and other means which, from time
to time, deemed advisable and expedient.

To take and hold by bequest, devise, gift, purchase or lease, either absolutely or in trust, for any of its purposes, any property, real or personal, without limitation as to amount of value; to convey such property and to invest and reinvest any such property and any increase or income therefrom and to deal with and expend the income and principal of said corporation in such manner and in the judgment of its members or directors will best promote its objects.

To purchase or otherwise acquire, to hold, use, mortgage, pledge, sell, assign and transfer, or otherwise dispose of real and personal property of every class and description and, in particular, lands, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, book debts and claims and any interest in real or personal property as may be necessary for investment and for the use, maintenance or purposes of the corporation.

MARTIN V. B. BOSTETTER ATTORNEY AT LAW HAGERSTOWN, MD.

In pursuance of and not in limitation of the objects hereinabove set forth, it is expressly provided that this corporation shall also have power:

To do all such acts as are necessary or convenient to attain the objects hereinabove set forth, to the same extent as any natural person could or might do, and as are not forbidden by law or by these Articles of Incorporation or by the By-Laws.

To have offices and to promote and carry out its objects within and without the State of Maryland, in the States, District

of Columbia, Territories, or Colonies of the United States and any other place in the world.

The corporation shall be authorized to exercise and enjoy all of the power, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force and the enumeration of the aforegoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post office address of the place at which the principal office of this State will be located at Route #3, Hagerstown, Maryland. The resident agent of the corporation is Stella M. Graves, whose post office address is Route #1, Clear Spring, Maryland, said resident agent is a citizen of Maryland, actually residing therein.

FIFTH: The affairs and business of the corporation shall be managed and conducted by a Board of not less than Six Directors, no more than Twelve Directors, who shall be elected to office in such manner and for such terms and who shall have such powers and duties as may be provided in the Articles of Incorporation or By-Lews of the corporation and Earl B. Grove, Sr., Robert K. Firey, Jr., Stella M. Graves, Irvin H. Horst, William H. Price, Coy A. Richard J. Rice, Price, Paul F. Roulette and Minor C. Donnell shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

MARTIN V. B. BOSTETTE ATTORNEY AT LAW MAGERSTOWN, MD.

SIXTH: The corporation shall not have any capital stock and a Director of the corporation shall receive no compensation for his services as a Director.

SEVENTH: The members of the corporation shall consist initially of Earl B. Grove, Sr., Robert K. Firey, Jr., Stella M. Richard J. Rice, Graves, Irvin H. Horst, William H. Price, Coy A. Price, Paul F. Roulette and Minor C. Donnell, and such other persons as may be duly elected to membership as provided by the By-Laws of the corporation.

EIGHTH: Meetings of members and directors may be held either within or without the State of Maryland.

NINTH: The duration of the corporation shall be perpetual.

TENTH: The private property of the members and directors of the corporation shall not be subject to payment of corporate

IN WITNESS WHEREOF, We have severally signed this Article of Incorporation this 16 day of March A.D., 1961. (SEAL) (SEAL) (SEAL) (SEAL) (SEAL) Coy a. Price MARTIN V. B. BOSTETTER STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:// I HEREBY CERTIFY, That on this 16 - day of March A.D. 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Earl B. Grove, Sr., Robert K. Firey, Jr., Stella M. Graves, Irvin Richard J. Rice, H. Horst, William H. Price, Coy A. Price, Paul F. Roulette, and Minor C. Donnell, and did each acknowledge the aforegoing Articles of Incorporation to be their respective act. WITNESS my hand and Official Notarial Seal. My Commission Expires:

debts to any extent whatsoever.

#### ARTICLES OF INCOMPORATION

03

WASHINGTON COUNTY HOLSTEIN-FRIESIAN ASSOCIATION

of Maryland April 7, 1961 at 9:00 o'clock M. M. as in conformity with law and ordered recorded.

A 9506

Recorded in Liber / 40 , folio/ZS , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

elbarbi UBu tipis

Recorded August 18, 1961at 12:20 P.M. Liber HB, Receipt No. 188632

ARTICLES OF MERGER

OT

HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC.

AND

PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC.

FIRST: HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC., a body corporate (hereinafter called the Surviving Corporation) and PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC., a body corporate (hereinafter called the Merged Corporation) hereby agree to merge.

SECOND: The Surviving Corporation shall be HAGERSTOWN SAVINGS AND LOAM ASSOCIATION, INC.

THIRD: The Surviving Corporation, HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC., was duly incorporated under the laws of the State of Maryland on July 15th, 1960.

The Merged Corporation, PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC., was duly incorporated under the laws of the State of Maryland on August 10th, 1960.

FOURTH: The total amount of capital stock of the Surviving Corporation is 100,000 Withdrawable Shares and said Withdrawable or Savings Shares shall have the par value of \$100.00 per share. The authorized capital represented by the Guarantee Shares which the Corporation may issue shall be \$50,000, consisting of 50,000 shares of the par value of \$1.00 per share.

The total amount of authorized capital stock of the Merged Corporation is as follows:

The Withdrawable Shares, known as Savings Shares, which the Corporation may issue, shall be 100,000 shares and said Withdrawable or Savings Shares shall have the par value of \$100.00 per share.

The authorized capital represented by the Guarantee Shares which the Corporation may issue shall be \$50,000, consisting of 50,000 shares of the par value of \$1.00 per share.

FIFTH: The Corporate Charter of the Surviving Corporation is hereby amended to read as follows:

SECOND: The mame of the corporation (which is hereinafter called the Corporation) is PROGRESSIVE ANNAPOLIS SAVINGS
AND LOAN, INC. (All other sections and provisions of the Surviving Corporation's Charter shall remain the same.)

SIXTH: The Guaranteed Capital Stock issued by the Merged Corporation shall be exchanged as follows:

The 10,000 issued Guaranteed Capital Shares of the Merged Corporation shall be exchanged for 10,000 Guaranteed Capital Shares of the Surviving Corporation. The Guaranteed Capital Shares thus transferred to the Merged Corporation shall be retired upon the books of the Surviving Corporation, and the assets and liabilities of said shares shall become a part of the assets and liabilities of the Surviving Corporation.

SEVENTH: The principal office of the Merged Corporation is

180 Main Street, Annapolis, Maryland. The principal office of the Surviving

Corporation is 127 West Washington Street, Hagerstown, Maryland. The Merged

Corporation owns no property the title to which could be affected by the

recording of an instrument among the land records.

Merged Corporation duly convened and held on May 11th, 1961, adopted a resolution declaring that the merger as set forth hereinabove be adopted and directed that the said merger be submitted for action thereon by a special meeting of the stockholders of the Corporation to be held on May 11th, 1961. A meeting of all the shareholders of the Merged Corporation entitled to vote was held on May 11th, 1961 at which time the merger was unanimously approved by all the shares entitled to vote.

A majority of the entire Board of Directors of the Surviving Corporation duly convened and held on May 17th, 1961, adopted a resolution declaring that the merger as set forth hereinabove be adopted and directed

that the said merger be submitted for action thereon by a special meeting of the stockholders of the Corporation to be held on May 17th, 1961. A meeting of all the shareholders of the Surviving Corporation entitled to vote was held on May 17th, 1961, at which time the merger was unanimously approved by all the shares entitled to vote.

IN WITNESS WEREOF, the Surviving Corporation, HAGERSTOWN
SAVINGS AND LOAN ASSOCIATION, INC., has caused these presents to be signed
in its name and on its behalf by its President and its corporate seal to
be hereto affixed and attested by its Secretary; and the Merged Corporation,
PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC. has caused these
presents to be signed it its name and on its behalf by its President and
its corporate seal to be hereto affixed and attested by its Secretary on
May 31st, 1961.

Attest:

HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC.

Linda Starley SEGRETARY

By: Mellen Jaline

PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC.

PRESIDENT

Lide Stelletary

: Killian Xaulius PRESIDENT

STATE OF MARYLAND,

CITY OF BALTIMORE,

THERESY CERTIFY that on this 31st day of May, 1961, before
me, the subscriber, a Notary Public of the State of Maryland in and for the
Gity of Baltimore, personally appeared WILLIAM D. JEMKINS, President of
HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC., a Maryland Corporation, and
PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC., a Maryland Corporation, and in the name and on behalf of said corporations acknowledged
the foregoing Articles of Merger to be the corporate act of said corporations;
and at the same time personally appeared LINDA STANLEY and made oath in due
form of law that she was Secretary of HAGERSTOWN SAVINGS AND LOAN ASSOCIATION,
INC., and PROGRESSIVE ANNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC., and that
she was the Secretary of the meeting of the Board of Directors and shareholders of said corporations at which the merger of the corporations was
finally approved, and that the matters and facts set forth in said statement
are true to the best of her knowledge, information and belief.

WITNESS my hand and notarial seal or stamp, the day and year

NOTARY PUBLIC



### ARTICLES OF MERGER

OF

PROGRESSIVE MNAPOLIS SAVINGS AND LOAN ASSOCIATION, INC. - a Md. corp.

merging into

HAGERSTOWN SAYINGS AND LOAN ASSOCIATION, INC. - a Md. corp. the surviving corp. changing its name 36

PROPRESSIVE ANNAPOLES SAVINGS AND LOAN, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 31, 1961 at 2:10 o'clock P. M. as in conformity with law and ordered recorded.

10404

Recorded in Liber 750, folio/3/, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632

# A, C & T CO., INC. ARTICLES OF REDUCTION

The A, C & T Co., Inc., a Maryland corporation having its principal office in Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland as follows:

FIRST: The stated capital of the Corporation is hereby reduced from Forty-eight Thousand Dollars (\$48,000.00) to Twenty-four Thousand Dollars (\$24,000.00).

SECOND: (a) The amount of stated capital of the Corporation prior to the reduction is Forty-eight Thousand Dollars (\$48,000.00) represented by forty-eight hundred (4800) issued shares of Common Capital Stock of the par value of Ten Dollars (\$10.00) per share.

- (b) The amount of reduction of the stated capital of the Corporation hereby made is Twenty-four Thousand Dollars (\$24,000.00) all of which represents a reduction in the stated capital of the Common Capital Stock.
- (c) The method of effecting such reduction is by retiring twenty-four hundred (2400) shares of the Common Capital Stock held by the Corporation.
- (d) The amount of stated capital of the Corporation as hereby reduced is Twenty-four Thousand Dollars (\$24,000.00) represented by twenty-four hundred (2400) issued shares of Common Capital Stock of the par value of Ten Dollars (\$10.00) per share.

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held on May 17, 1961, duly

authorized the reduction in the stated capital of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, The A, C & T Co., Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 23rd day of May, A. D., 1961.

A, C & T CO., INC.

Donald E. Ardinger

Secretary Irene B. Fulton

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 23rd day of May, A.D., 1961, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Donald E. Ardinger, President of A, C & T Co., Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Reduction to be the corporate act of said corporation; and at the same time personally appeared Irene B. Fulton and made oath in due form of law that she was the Secretary of the meeting of the Board of Directors of said corporation at which the reduction of the stated capital of the corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Reduction are true and correct to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Pearl L. Gehr

ARTICLES OF REDUCTION

approved and received for record by the State Department of Assessments and Taxation

of Maryland May 24, 1961

at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

10249

Recorded in Liber 44, folio 5/3, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland

AS WITNESS my hand and seal of the said Department at Baltimore.

### ARTICLES OF AMENDMENT

HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC., a Maryland corporation, having its principal office in Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out section SIXTH, subsection B of the Articles of Incorporation and inserting in lieu thereof the following:

SIXTH B: The authorized capital represented by the Guarantee Shares which the Corporation may issue shall be \$50,000, consisting of 50,000 shares of the par value of \$1.00 per share.

SECOND: A majority of the entire Board of Directors at a meeting of the Board of Directors of the Corporation duly convened and held on May 17th, 1961, adopted a resolution declaring that the amendment as set forth hereinabove be adopted and directed that the said amendment be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on May 17th, 1961.

THIRD: A meeting of all stockholders of the Corporation was held on May 17th, 1961 , and the proposed amendment was approved by all the stockholders of the Corporation at said meeting.

IN WITNESS WEREOF, HAGERSTOWN SAVINGS AND LOAN ASSOCIATION,
INC. has caused these presents to be signed in its name and on its behalf
by its President or one of its Vice Presidents and its corporate seal to be
affixed and attested by its Secretary or one of its Assistant Secretaries,
on May 31st, 1961

Attante

HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC.

ECREMARY

PRESIDENT

STATE OF MARYLAND,

CITY OF BALTIMORE,

LHEREBY CERTIFY that on this 3/ day of May, 1961, before me, the subscriber, a Notary Public of the State of Maryland in and for the City of Baltimore, personally appeared WILLIAM JENKINS, President of MAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared LINDA STANLEY and made oath in due form of law that She was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matter set forth in the Articles of Amendment are true to the best of his knowledge, information and belief.

WITHESS my hand and notarial seal, the day and year last

above written.

OT LA COMMINA

Clean a Swight

HAGERSTOWN SAVINGS AND LOAN ASSOCIATION, INC.

sceived for resort by the State Department of Assessments and Taxation

of Maryland

May 31, 1961

at 1:30 o'clock P. M. as in conformity

with law and ordered recorded.

10381

Recorded in Liber 50, folio 8, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the

Circuit

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded August 18, 1961 at 12:20 P.M. Liber 80, Receipt No. 188632

WASHINGTON COUNTY PUBLIC HEALTH ASSOCIATION, INCORPORATED
ARTICLES OF AMENDMENT

Washington County Public Health Association,
Incorporated, a Maryland corporation having its principal office
in Washington County, Maryland (hereinafter called the Corporation),
hereby certifies to the State Department of Assessments and
Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out paragraph 2 of the Certificate of Incorporation and inserting in lieu thereof the following:

2. The name of the Corporation is "WASHINGTON COUNTY ADVISORY BOARD OF HEALTH, INCORPORATED."

SECOND: The amendment to the Charter of the Corporation herein made was approved by a vote of a majority of the entire Board of Directors at a meeting duly convened and held on March 13, 1961; the Corporation has no capital stock and there are no members of the Corporation except the members of the Board of Directors who constitute the whole membership thereof.

IN WITNESS WHEREOF, Washington County Public
Health Association, Incorporated, has caused these presents to
be signed in its name and on its behalf by its President and its
corporate seal to be hereunto affixed and attested by its Secretary,
on may 23 1961.

WASHINGTON COUNTY PUBLIC HEALTH ASSOCIATION, INCORPORATED

Earl E. Redding

ATTEST AS TO CORPORATE SEAL:

Marjoue Manners

Marjorie E. Manners

Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on The 23 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Earl E. Redding, President of Washington County Public Health Association, Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Marjorie E. Manners and made oath in due form of law that she was secretary of the meeting of the Board of Directors of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and seal, the day and year last above written.

Notary Public My Commission Expires: May 6, 1963

many Print

#### ARTICLES OF AMENDMENT

(0)5

WASHENGRON COUNTY PUBLIC HEALTH ASSOCIATION, INCOMPORATED

changing its name to

WASHINGTON COUNTY ADVISORY BOARD OF HEALTH, INCORPORATED

of Maryland Nay 25, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10349

Recorded in Liber 249, folio 45 one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......Recording fee paid \$..10.00.....

To the clerk of the Circuit Court of Washington Count

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITHERS my hand and seal of the said Department at Baltimore.

Auril Ol Carlyn

# Recorded August 18, 1961 at 12020 P.M. Liber 10, Receipt No. 188632

FAIRCHILD ENGINE AND AIRPLANE CORPORATION

ARTICLES OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

FAIRCHILD ENGINE AND AIRPLANE CORPORATION, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out ARTICLE SECOND of the Certificate of Incorporation and inserting in lieu thereof the following:

SECOND: The name of the corporation (hereinafter called the Corporation), is FAIRCHILD STRATOS CORPORATION.

SECOND: The Board of Directors of the Corporation on March 1, 1961, duly adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon by the stockholders at the annual meeting to be held on April 26, 1961.

THIRD: Notice setting forth the said amendment of the Charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the Charter would be altered by the amendment. The amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at

said meeting by the affirmative vote of a majority of each class of stockholders entitled to vote thereon.

IN WITNESS WHEREOF, FAIRCHILD ENGINE AND AIRPLANE CORPORATION has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on this 12th day of May, 1961.

FAIRCHILD ENGINE AND AIRPLANE CORPORATION

Bv.

Educard S. UUI Edward G. Uhl, President

ATTEST

John L. Grabber, Secretary

(Corporate Seal)

STATE OF MARYLAND COUNTY OF WASHINGTON

55:

I HEREBY CERTIFY that on the 12th day of May, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared EDWARD G. UHL, President of FAIRCHILD ENGINE AND AIRPLANE CORPORATION, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared JOHN L. GRABBER and made oath in due form of law that he was Secretary of the meeting of stockholders of said Corporation at which an amendment of Certificate of Incorporation of said Corporation set forth in said Articles of Amendment, was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day and year last above written.

(Hotary Seal)

Ella J. Shaffer
Ella T. Shaffer, Notary Public
Notary Public, Washington County
Certificate filed in Washington County

Commission expires May 6, 1963.

ILD ENGINE AND AIRPLANE CORPORATION changing its name to FAIRCHILD STRATOS CORPORATION

approved and received for record by the State Department of Assessments and Taxation at 9:00 o'clock A. M. as in conformity of Maryland May 15, 1961 with law and ordered recorded.

10064

Recorded in Liber #947 , folio JJ, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$.....10.00.....

Circuit To the clerk of the

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632

# J. W. MYERS AND COMPANY, INCORPORATED

#### ARTICLES OF AMENDMENT

J.W. MYERS AND COMPANY, INCORPORATED, a Maryland corporation having its principal office in Hagerstown, Maryland, (hereinafter called the corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Section (b) of the certificate of incorporation and inserting in lieu thereof the following:

"(b) The name of the Corporation is "THE J.W.M. CORPORATION."

SECOND: The board of directors of the Corporation on May

5, 1961, duly adopted a resolution in which was set forth the foregoing amendment to the charter declaring that the said amendment of
the charter was advisable and directing that it be submitted for
action thereon by the stockholders at a special meeting to be held on

May 15, 1961.

THIRD: Notice setting forth a summary of the change to be effected by said amendment to the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon. The amendment of the charter of the corporation as hereinabove set forth was approved by the stockholders of the corporation at said meeting by the affirmative vote of the holders of more than two-thirds of the stock outstanding and entitled to vote thereon.

MHO

IN WITNESS WHEREOF, J. W. MYERS AND COMPANY, INCORPORATED has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on May /4 , 1961.

J.W. MYERS AND COMPANY, INCORPORATED

By Comar N. Carryer, President

Attest:

Joe Dolkart, Secretary



Hel

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

I HEREBY CERTIFY that on May 19, 1961, before me, the subscriber, a notary public of the State of New York, in and for the County of New York, personally appeared OMAR N. CARRYER, President of J.W. Myers and Company, Incorporated, a Maryland corporation, and in the name and on behalf of the corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared JOEL DOLKART and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal or stamp, the day and year last above written.

Notary Public

MINNIE 8, SIEGEZ, Notary Public, State of New York No. 41-2014/200, Queens County Certificate filed in New York County Commission expires March 30, 1983



approved and received for record by the State Department of Assessments and Taxation at 9:00 o'clock A. M. as in conformity of Maryland May 2h, 1961

10290

with law and ordered recorded.

Recorded in Liber 1949, folio 5, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation

AS WITNESS my hand and seal of the said Department at Baltimore.

# ARTICLES OF SALE

#### FUNKHOUSER LIQUOR STORE, INC.

Transferor

AND

## MARY T. MELLINGER

Transferee

THIS IS TO CERTIFY:

FIRST: That Funkhouser Liquor Store, Inc., a corporation, has sold all of its property and assets unto Mary T. Mellinger, an individual.

SECOND: The post office address of the principal place of business of Funkhouser Liquor Store, Inc., is 300 South Potomac Street, Hagerstown, Maryland.

THIRD: That the post office address of Mary T. Mellinger is 610 Summit Avenue, Hagerstown, Maryland.

FOURTH: Funkhouser Liquor Store, Inc., is a corporation organized and existing under the Laws of the State of Maryland.

Mary T. Mellinger, an individual, all of the stock in trade, furniture, fixtures, and equipment, and property of every kind and description which belongs to the said Funkhouser Liquor Store, Inc., and used by it in conducting a retail liquor store at the above address.

The purchase price of Eleven Thousand Three Hundred (\$11,300) Dollars, is to be paid in cash at the time the property referred to above is turned over to Mary T. Mellinger, which date, it is contemplated, will be on or after May 5, 1961.

SIXTH: That the principal office of Funkhouser Liquor Store, Inc., is located in Washington County, Maryland.

That the residence of Mary T. Mellinger is located in Washington County, Maryland.

That are of the property sold by Funkhouser Liquor Store, Inc., to Mary T. Mellinger, the title to which could be affected by the recording among the property records, is

the State of located in Washington County, Maryland,

SEVENTH: That the Board of Directors of Funkhouser
Liquor Store, Inc., at a meeting duly convened and held on March 30,
1961, duly advised the Articles hereinabove set forth and called
a meeting of the stockholders of Funkhouser Liquor Store, Inc.,
in the manner required by the Charter of that Company and the

EIGHTH: That a meeting of the stockholders of as aforesaid, was held at the principal office of the Company at 300 South Potomac Street, Hagerstown, Maryland, on April 15, 1961, pursuant to notice to all stockholders required by the Charter of the Company according to the Laws of the State of Maryland, and at said meeting the stockholders of the common stock duly authorized and approved the Articles hereinabove set forth by a vote of more than two-thirds of the outstanding common stock of the company.

NINTH: The Articles of Sale aforesaid were approved by Mary T. Mellinger, the purchaser, and Transferee.

IN WITNESS WHEREOF, Funkhouser Liquor Store, Inc., has caused these presents to be signed by its President, and its corporate seal to be hereunto affixed, attested by its secretary, and the said Mary T. Mellinger has subscribed her name and affixed her seal hereto on this 10th day of May, A.D., 1961.

ATTEST AS TO CORPORATE SEAL:

Morgan

WITNESS AS TO ALL SIGNATURES:

Shirley L. Shaw

FUNKHOUSER LIQUOR STORE, INC.

Thomas A. Funkhouser Its President

(SEAL) y I. Mercange

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 10th day of May, A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Thomas A. Funkhouser, President of Funkhouser Liquor Store, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Sale to be the Corporate act of said Corporation; and at the same time personally appeared Georgette Morgan and made oath in due form of law that she was Secretary of the meeting of the stockholders of the Corporation at which the aforegoing Articles of Sale were approved, and that the matters and facts set forth in said Articles of Sale are true to the best of her knowledge, information, and belief.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official Notarial Seal the day and date last above written.

Shirley I. Shaw Notary Public My Commission Expires:-May 6, 1963



#### ARTICLES OF SALE

OF

FUNKHOUSER LIQUOR STORE, INC. - Transferor

to

HARY To MELLINGER (Individual) - Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, \$\frac{17}{12}61 at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

# A 10070

Recorded in Liber 7947, folight, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$...10,00.....

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Department at Battladre.

Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632

ARTICLES OF SALE dated May 5, 1961, between J. W. MYERS AND COMPANY, INCORPORATED, a corporation organized and existing under the laws of the State of Maryland (hereinafter called the Seller), having its principal office in the County of Washington, State of Maryland, and FRANCIS H. LEGGETT & COMPANY, a corporation organized on May 28, 1902, under the Business Corporation Law of the State of New York (hereinafter called the Buyer), the post office address of whose principal place of business is 40 West 225th Street, New York 63, N. Y.

WHEREAS, on the terms and conditions hereinafter set forth and for the consideration hereinafter described, the Seller wishes to sell to the Buyer, and the Buyer wishes to purchase from the Seller, all of the Seller's property and assets;

WHEREAS the Seller owns property in the County of Washington, State of Maryland, the title to which could be affected by the recording of an instrument among the land records;

WHEREAS the location of the principal office of the Buyer in the State of New York, its state of incorporation,

is 40 West 225th Street, New York 63, N. Y., and the name and post office address of the resident agent of the Buyer in the State of Maryland, service of process upon whom shall bind the Buyer in any action, suit or proceeding pending at the time of the filing of these Articles of Sale or thereafter instituted or filed against it under the provisions of the General Corporation Law of Maryland until the appointment of a substitute resident agent is duly certified to the State Department of Assessments and Taxation of Maryland, is United States Corporation Company, 1508 First National Bank Building, Baltimore 2, Maryland;

vised by the Board of Directors of the Seller, by the adoption on May 5, 1961, of a resolution declaring that the sale herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Sale and directing that these Articles of Sale be submitted for action thereon at a special meeting of the stockholders of the Seller and (b) duly approved by the stockholders of the Seller in the manner and by the vote required by law at said meeting of stockholders held on May 15, 1961, by the affirmative vote of more than two-thirds of each class of stock entitled to vote separately thereon; and

WHEREAS the sale to be effected by these Articles

was duly advised, authorized and approved by the Buyer in the manner and by the vote required by the laws of the State of New York, the state of organization of said corporation, and by the charter of said corporation,

NOW, THEREFORE, THIS AGREEMENT WITNESSETH that, in consideration of the mutual covenants and agreements hereinafter set forth, the parties hereto have agreed, and by these presents do hereby agree, as follows:

#### 1. Sale of Assets.

On the terms and subject to the conditions set forth in these Articles of Sale, on the Closing Date the Seller will convey, transfer, assign and deliver to the Buyer, and the Buyer shall acquire and accept as hereinafter provided, all of the assets, properties, business and good will of the Seller of every kind and description, wherever located, including, without limitation, all property, tangible or intangible, real, personal or mixed, accounts receivable, bank accounts, cash (except to the extent of \$7,284.15) and securities, advances, deposits, claims of all kinds, rights under contracts, rights to use the name "J. W. Myers" and all other names and slogans used by the Seller in connection with its business or products, real estate and improvements thereon, leasehold and leasehold improvements, tools, fixtures, machin-

ery and equipment, vehicles, office furnishings and fixtures, brands, trade names and trade-marks, trade-mark applications, patents, patent applications, patent licenses, prepaid expenses, insurance policies, customers' files, trade secrets and all books and records of the Seller (except minute books and stock record books of the Seller), all as the same shall exist on the Closing Date. The assets and property to be conveyed, transferred, assigned and delivered to the Buyer on the Closing Date as herein provided shall, without limitation, include all assets and property of the Seller shown on the audited balance sheet of the Seller as at December 31, 1960, certified by letter dated March 1, 1961, by Austin W. Howard (hereinafter called the Audited Balance Sheet), which is contained in the audited financial statements of the Seller as at December 31, 1960, a copy of which, initialed by the President of the Seller, has heretofore been delivered to the Buyer, and all assets and property thereafter acquired by the Seller prior to the Closing Date, except such of the assets and property of the Seller as (1) may have been disposed of prior to the Closing Date in the ordinary course of business, or (ii) may have been otherwise disposed of prior to the Closing Date at the request or with the consent in writing of the Buyer.

## 2. Purchase Price.

The purchase price for all assets to be sold hereunder is \$716,979.76 (subject to reduction as provided in
paragraph 3.1.8), plus the assumption of liabilities as hereinafter provided. The Buyer has paid to the Seller upon the
execution of these Articles of Sale the sum of Twenty-five
thousand dollars (\$25,000), receipt of which is hereby acknowledged, as a down payment on the purchase price. The
balance of the cash purchase price will be paid on the Closing Date.

#### 3. Assumption of Liabilities.

3.1. Subject to the conditions hereinafter set forth, from and after the Closing Date, the Buyer will assume and satisfy all liabilities of the Seller which are

reflected on the Audited Balance Sheet of the Seller, or incurred after December 31, 1960 (including liabilities for taxes based upon income earned by the Seller during the period from January 1, 1961, to the Closing Date), by it in the ordinary course of business or at the request or with the consent in writing of the Buyer, all as the same shall exist at the Closing Date. Notwithstanding the foregoing, the Buyer shall not assume any of the following liabilities:

3.1.1. the liability of the Seller, if any, for Federal or state income or other taxes in the

4

nature thereof arising out of, or resulting from, the conveyance, transfer and assignment of the Seller's properties and assets, and interests in properties and assets, hereunder to the Buyer;

- 3.1.2. the liability of the Seller, if any, for Federal or state income or other taxes in the nature thereof arising out of, or resulting from, any transaction by the Seller subsequent to the Closing Date;
- 3.1.3. the liability of the Seller to the holders (in their capacities as such) of its capital stock;
- 3.1.4. the liability, if any, of the Seller to C. F. Grosch or his estate in connection with the transfer of 160 shares of his stock to the treasury of the Seller in 1960;
- 3.1.5. the liability of the Seller, if any,
  (a) under any pension, retirement, profit-sharing,
  bonus or stock option plan for its officers or
  employees, or (b) for any vacation, severance or
  termination pay (except for vacation pay to those
  employees of the Seller who may be retained by
  the Buyer and severance or termination pay for
  such employees), or (c) for any other so-called

"fringe" benefit arrangement;

- 3.1.6. the liability, if any, of the Seller arising out of any transaction or transactions occurring on or prior to December 31, 1960, and not reflected in the liabilities shown on the Audited Balance Sheet;
- 3.1.7. the liability of the Seller, if any, for attorneys' or accountants' fees if such liability is incurred in connection with this sale; or
- 3.1.8. the liability of the Seller for principal, interest or otherwise on its indebtedness in the original principal amount of \$135,000 from Bankers Trust Company which indebtedness was incurred after December 31, 1960, is presently outstanding in the amount of \$135,000 and shall be outstanding in the same amount at the closing, provided that if such indebtedness has been reduced prior to the closing the cash purchase price hereunder shall be reduced by the same amount.
- 3.2. The Buyer shall not be obligated to pay any liability assumed by it hereunder, except to the extent that it constitutes a valid claim against the Seller, nor shall

the Buyer be liable for any liability incurred by the Seller after the Closing Date.

3.3. The Buyer shall not assume any liability of the Seller which arises from any breach, or from any transaction involving a breach, by the Seller of any covenant, agreement, representation or warranty herein, or any other liability of the Seller to the Buyer.

#### 4. Closing.

The closing of the sale hereunder shall take place on May 19, 1961 (hereinafter called the Closing Date), at 11 o'clock A.M., Eastern Daylight Saving Time, at the office of the Seller in Hagerstown, Maryland, or at such other time

and place as the parties hereto shall agree upon in writing. Contemporaneously with the closing, these Articles of Sale shall be filed for record with the State Tax Commission of the State of Maryland in accordance with the Maryland General Corporation Law.

# 5. Closing Documents and Further Assurances.

5.1. The conveyance, transfer, assignment and delivery of the assets and property of the Seller to the Buyer, as herein provided, shall be effected by deeds, bills of sale, endorsements, assignments, drafts, checks and other instruments of transfer and conveyance in such form as the Buyer shall

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reasonably request. Deeds shall be of the same type as the Seller received when it purchased the property in question. Appropriate forms of instruments of transfer and conveyance in conformity with these Articles shall be submitted to the Buyer by counsel for the Seller for examination at least one week in advance of the Closing Date.

- 5.2. At the closing the Buyer shall deliver to the Seller a certified or bank cashier's check or checks in New York funds for the cash purchase price provided in paragraph 2.
- 5.3. Possession of all properties and assets to be conveyed, transferred and assigned to the Buyer pursuant to these Articles shall be delivered to the Buyer at the closing; and the Seller agrees to hold in trust for the benefit of the Buyer all nonassignable properties and assets, if any, and to assign to the Buyer, upon the Buyer's written demand from time to time, any or all of such properties and assets, and to remit to the Buyer all amounts paid to the Seller with respect thereto after the closing, promptly upon receipt thereof by the Seller.
- 5.4. After the closing, the Seller will use its best efforts to obtain the consent of the other parties to all contracts, claims, leases and franchises of the Seller to the assignment of such items to the Buyer. If any such

consent is not obtained, the Seller will cooperate with the Buyer in any reasonable arrangement designed to provide for the Buyer the benefits under any such contract, claim, lease or franchise, including the performance of any contract, lease or franchise at the cost and for the benefit of the Buyer, and including the enforcement at the cost and for the benefit of the Buyer, of any and all claims against any party and any and all rights of the Seller against the other party to any such contract, claim, lease or franchise arising out of the breach or cancellation by such other party or otherwise.

- 5.5. Seller agrees that after the Closing Date the Buyer shall have the right and authority to endorse without recourse the name of the Seller on any check or any other evidences of indebtedness received by the Buyer on account of any accounts receivable or other items transferred to the Buyer hereunder.
- 5.6. The Seller will, at any time, and from time to time after the Closing Date, upon request of the Buyer, .do, execute, acknowledge and deliver, or will cause to be done, executed, acknowledged and delivered, all such further acts, deeds, assignments, transfers, conveyances, powers of attorney and assurances as may be reasonably required for the better assigning, transferring, granting, conveying, assuring and

confirming to the Buyer, or to its successors and assigns, or for aiding and assisting in collecting and reducing to possession, any or all of the assets or property to be assigned to the Buyer as provided herein and any or all obligations of the Seller hereunder.

# 6. Brands, Trade-Marks, Trade Names and Corporate Names.

The Seller agrees that immediately after the closing it will (a) cause its corporate name to be changed so as to eliminate therefrom the words "J. W. Myers" and will adopt a new name not similar thereto, and (b) it will not, directly or indirectly, use or permit any person, firm or corporation controlled by or connected with it,

of the brands, trade names and trade-marks now belonging to the Seller, or any similar name or names or brands or marks. From and after the closing, the Buyer shall, among other things, have the right to cause corporations to be organized, having the Seller's present name, and the Seller shall execute such consents as may be necessary to permit such corporations to be organized. The Seller also agrees to cooperate, at the request of the Buyer, in effecting the change in its corporate name simultaneously with the organization of any such corporation by the Buyer.

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### 7. Representations and Warranties of the Seller.

In order to induce the Buyer to enter into these Articles of Sale, the Seller represents and warrants to the Buyer as follows:

- and validly existing in good standing under the laws of the State of Maryland with the power and authority to carry on the business in which it is engaged, to own the property owned by it and to perform its obligations hereunder. It is qualified to do business as a foreign corporation in the States of Pennsylvania and Virginia and neither the nature of its business nor the property owned by it requires it to qualify to do business as a foreign corporation in any other state or jurisdiction.
- 7.2. Seller does not control directly or indirectly any other corporation, association or business organization and does not have any subsidiaries or affiliated corporations.
- 7.3. The issued and outstanding shares of capital stock of the Seller now consist of 1,083 shares of Preferred Stock, par value \$100 per share, and 11,589 shares of Common Stock, par value \$25 per share.
- 7.4. The operations of the Seller during the period from December 31, 1959, to and including the Closing Date shall not have resulted in a loss.

- 7.5. The Seller has, and will have on the Closing Date, the unqualified right to convey to the Buyer all property and assets of whatever kind and nature to be transferred by it to the Buyer pursuant to these Articles of Sale, subject only to those liens, encumbrances and restrictions shown in Exhibit A hereto.
- 7.6. Except as may be specifically stated in Exhibit B hereto, the execution of these Articles of Sale and the performance of the agreements contained herein does not, and will not as of the Closing Date, result in any breach of any of the terms, conditions or provisions of, or constitute a default under, or result in the creation of any lien, charge or encumbrance upon any property or asset of the Seller pursuant to, any indenture, agreement or other instrument to which the Seller is a party or by which it may be bound or affected.
- 7.7. The Audited Balance Sheet and the statement of income for the year ended December 31, 1960, and the other financial statements of the Seller which are referred to in paragraph 1 are correct and complete and not misleading, have been prepared in accordance with sound accounting practices consistently maintained and truly and accurately reflect the results of the operations of the Seller for the year ended December 31, 1960. Seller had no liability of any nature, whether absolute, accrued, contingent or otherwise on December 31, 1960, other

than liabilities noted on the Audited Balance Sheet and liabilities shown in any of the exhibits attached hereto; and the provision for taxes on the Audited Balance Sheet is sufficient for payment of all of its accrued unpaid Federal, state and local taxes for all years ended prior to January 1, 1961.

7.8. There has been no change in the condition, financial or otherwise, of the Seller since December 31, 1960, other than that occurring in the usual, regular and ordinary course of business or referred to herein and, except as shown in Exhibit C hereto, there is no litigation or proceeding pending or threatened against or affecting any of the properties of the Seller before any court or before any Pederal, state, municipal or other governmental department,

7.9. Subject to such exceptions as are set forth in Exhibit A hereto and to minor lishs, encumbrances and defects which do not in the aggregate either materially impair the value of the property or the marketability thereof, the Seller owns, and on the Closing Date will own, good and marketable title to all its real property described in Exhibit D hereto and all of its personal property (except such personal property as has been or may be sold in the ordinary course of business) which property was reflected in its balance sheet as of December 31, 1960, or acquired by it since December 31, 1960.

7.10 Federal income tax returns of the Seller have been filed for all prior years to and including December 31, 1959, and examination thereof has been made by the Internal Revenue Service for all years through the year ended December 31, 1958; all deficiencies or increases proposed as a result of Internal Revenue Service examinations have been paid.

7.11 Seller is not a party to any written or oral (1) contract for the employment of any officer or individual employee; (ii) contract with any labor union; (111) continuing contract for the future purchase of materials, supplies or equipment either in excess of the requirements of Seller for normal operating inventories or for business now booked or involving an unperformed commitment in excess of \$10,000; (iv) continuing contract for the future sale of Seller's products either over a period of more than one (1) year from the date hereof or at unfavorable prices; (v) distributor or sales agency contract or advertising contract; (vi) lease under which Seller is lessor; (vii) contract with any subcontractor; (viii) pension, profit-sharing, retirement or stock purchase plan in effect with respect to Seller's employees or been supplied to the Buyer; or (ix) material contract not

made in the ordinary course of business, except in each case as listed in Exhibit B hereto. Seller has performed all obligations required to be performed by it to date, and is not in default, under any contract, agreement, mortgage, lease or other document to which it is a party.

7.12. All inventory of Seller reflected on the Audited Balance Sheet was valued for the purposes thereof at the lower of cost (before discounts for cash, if any) or market. The items in Seller's inventory consist solely of items suitable and merchantable for filling orders in the normal course of business although some of such items may be slow-moving.

7.13. The accounts receivable to be sold and transferred by Seller hereunder are bona fide accounts receivable and the reserve established for bad-debt loss as of December 31, 1960, is adequate, except for one account receivable in the amount of \$52,742.66 due from Roy E. Pitman with respect to which no warranty is given and for which Seller shall have no liability if it is not collected.

7.14. Since December 31, 1960, Seller has not (1) issued any stock, bonds, options or other corporate securities, or granted any rights or options to purchase the same; (ii) incurred any liability or obligations (absolute or contingent), except obligations and current liabilities under

contracts entered into in the ordinary course of business and costs and expenses incurred in connection with this transaction; (iii) discharged or satisfied any lien or encumbrance or paid any obligation or liability other than liabilities incurred in the ordinary course of business and current payments on the long-term indebtedness reflected in the Audited Balance Sheet; (iv) declared or made any payment or distribution to its stockholders or redeemed or purchased or otherwise acquired any of its capital stock or agreed to take any of the foregoing actions except expenditures of \$125,922.50 for the redemption of shares of the Seller's Common Stock; (v) mortgaged, pledged or subjected to lien, charge or any other encumbrance any of its assets, tangible or intangible; (vi) ex-

cept as permitted herein, sold or transferred any of its tangible assets in excess of an aggregate net book value of \$5,000 or cancelled any debts or claims except in the ordinary course of business and not material in aggregate amount; (vii) suffered any significant loss, or knowingly waived any right of substantial value; (viii) organized any subsidiary company; (ix) entered into any transaction other than in the ordinary course of business or as provided in this Agreement; or (x) subject to paragraph 3.1.8, made any payment in respect of the principal of the loans made by the Seller from Bankers Trust Company in the aggregate principal amount of

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\$135,000, which loans were made subsequent to December 31,

1960.

7.15. Seller is not a party to or bound by any contract or agreement adversely affecting the business, property, assets, operation or condition, financial or otherwise, of Seller.

7.16. The copies of the Charter, as amended, of the Seller, certified by the Secretary of State of the State of Maryland, and the By-laws, as amended, of the Seller, certified by an officer of the Seller, which have been delivered to the Buyer prior to the date hereof, are true copies of the documents they purport to be.

7.17. Exhibits A, B, C and D annexed hereto correctly set forth brief descriptions of, and pertinent details with respect to, the various liens, encumbrances, commitments, obligations and real properties of the Seller which those Exhibits purport to contain.

7.18. Seller owns all trade-marks and trade names used exclusively by the Seller except for private brand labels, if any, and no stockholder, director or officer of the Seller has any interest in such trade-marks and trade names.

# 8. Covenants and Warranties of Seller.

Seller covenants, warrants and agrees that from the

date hereof to the Closing Date, except for transactions expressly authorized by these Articles of Sale or transactions expressly approved of in writing by Buyer, Seller shall:

- 8.1. operate its business in the usual, regular and ordinary course, and not otherwise;
- 8.2. maintain its properties and assets in present state of repair, order and condition, reasonable wear and use and damage by fire or other casualty excepted;
- 8.3. maintain and keep in full force and effect all the fire and other insurance on property and assets, all of the liability and other casualty insurance, and all bonds on personnel, presently carried;
- 8.4 not enter into an employment contract or agreement which is not immediately terminable upon termination notice by Seller;
- 8.5. not increase any salary or other form of compensation payable or to become payable to any officer or employee, not pay any bonus to, nor make any severance or retirement arrangement with, any officer or employee except under existing arrangements, if any;
- 8.6. not make any change in its capital structure, except as expressly required by the provisions of these Articles of Sale;
  - 8.7. not declare or pay any dividends or make any

other distribution on, or in respect of, any shares of its capital stock, in liquidation or otherwise, or purchase, acquire, redeem or retire any such shares or make any commitment with regard thereto;

- 8.8. not make or agree to make any prepayment on account of, or in respect of, any of its indebtedness for borrowed money, or purchase, acquire, redeem or retire any of its outstanding notes or debentures;
- 8.9. not make or agree upon any lease, contract, purchase or sale order, or other like commitment which involves an expenditure, obligation, purchase or sale of more than \$5,000 or which cannot be fully performed or terminated within one year from the date hereof, except for purchases of

inventory and sales of products and storage agreements made in the usual, regular and ordinary course of business;

8.10. allow, at all reasonable times, the Buyer's employees, attorneys, accountants, and other authorized representatives, free and full access to its plant, properties, books and records in order that the Buyer may have full opportunity to make such investigations as it may desire of its property and business; and

8.11. maintain its books, accounts and records in the usual, regular and ordinary manner on a basis consistent with prior years.

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# 9. Covenants to Survive Closing.

All covenants, agreements, representations and warranties made herein, and in any certificates delivered at the closing pursuant hereto, shall be deemed to be material and to have been relied upon by the Buyer notwithstanding any investigation heretofore or hereafter made by the Buyer or on its behalf and shall survive the closing.

## 10. Waiver of Compliance with Bulk Sales Laws.

The Buyer hereby waives compliance with all applicable bulk sales laws.

# 11. Conditions Precedent to Buyer's Obligations.

The obligation of the Buyer to consummate this sale is subject to the following express conditions precedent:

Seller contained herein were true when made and shall be true at and as of the Closing Date as though such representations and warranties had been made at and as of the Closing Date, and the Seller shall have performed all covenants and agreements on its part required to be performed, and shall not be in default under any of the provisions hereof at or prior to the Closing Date, it being expressly understood that, subject to the provisions of paragraph 13, the Buyer has no obligation to consummate this sale unless it acquires at the closing, pursuant to the terms hereof, the assets and properties of the Seller.

- 11.2. Any survey which the Buyer may have obtained shall not have disclosed any fact which would render title of the Seller to such real estate unmarketable or interfere with the use thereof.
- 11.3. The Buyer, at its expense, but with the cooperation of the Seller, shall have obtained (a) prior to the Closing Date, preliminary reports on title, satisfactory to counsel for the Buyer, issued by responsible title guaranty companies, carried to a date within fifteen days of the Closing Date, showing that good record and marketable title in fee simple to its real estate described in Exhibit D hereto is vested in the Seller subject only to such liens, defects or encumbrances as appear in Exhibit A hereto, and (b) at the Closing Date, binders on title guaranty policies to be issued by said companies in amounts acceptable to the Buyer for each of the various parcels of said real estate as being vested in the Buyer, subject to no lien, encumbrance or defect (except as shown on Exhibit A hereto), but subject to such additional exceptions as are set forth with respect to real estate in the communities where said real estate is located in owner's fee simple title guaranty policies customarily accepted by purchasers.
- 11.4. At the Closing Date, there shall exist no violations of any Federal, state or local law or regulations materially affecting said real estate or other properties and assets or the business of the Seller.
- by the President of the Seller, dated as of the Closing Date, certifying as to the accuracy of the representations and warranties of the Seller contained herein and compliance by the Seller with the terms, conditions and covenants to be complied with or agreed to herein by the Seller.
- 11.6. The Buyer shall have received an opinion in scope and substance satisfactory to its counsel of Messrs.

  Strasser, Spiegelberg, Fried & Frank, dated as of the Closing Date, to the effect that:
  - 11.6.1. The Seller is a corporation duly organized and existing in good standing under the laws of the State of Maryland.

11.6.2. These Articles of Sale have been duly executed and delivered by the Seller and are valid and enforceable against the Seller in accordance with the terms hereof.

11.6.3. The execution and delivery of the deeds, bills of sale, assignments and other instruments required to be executed by the Seller in the consummation hereof have been duly authorized by the Board of Directors and by the holders of not less than two thirds

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of each class entitled to vote thereon of the issued and outstanding shares of Common Stock of the Seller and such instruments, when delivered, will be legal, valid and enforceable by the Buyer in accordance with their respective terms and conditions.

11.6.4. To the best of their knowledge, there are no liens, encumbrances or other rights of third parties of record with respect to any such tangible personal property to be sold and transferred to the Buyer pursuant to the provisions hereof (except as set forth in Exhibit A hereto).

In rendering the above opinion, Messrs. Strasser, Spiegelberg, Fried & Frank may rely upon local counsel in the states of Maryland, Pennsylvania and Virginia, but only with respect to matters of local law.

11.7. The legality of actions, proceedings and documents required to carry out these Articles of Sale, or incidental hereto, and all other related legal matters and details, shall be reasonably satisfactory to counsel for the Buyer.

# 12. Mortgage.

Notwithstanding any other provision of these Articles of Sale, the Buyer shall have the option at the

closing to furnish funds to the Seller to enable the Seller to satisfy the indebtedness to Nicodemus National Bank, in the principal amount of \$90,000, which is secured by a first mortgage on the Seller's Hagerstown real property, in which event such real property shall be conveyed free and clear of said mortgage and the Buyer shall not assume such mortgage or the indebtedness secured thereby.

# 13. Damage by Fire or Other Casualty Prior to Closing Date.

In the event that between the date hereof and the Closing Date any of the buildings, improvements, machinery, equipment or other property of the Seller shall be damaged or destroyed by fire or other casualty, the Seller will promptly notify the Buyer that such damage or destruction has occurred, giving the estimated extent thereof. In case the amount of such damage or destruction is in excess of 25% of the aggregate amount at which all of the buildings, improvements, machinery, equipment and other property of the Seller are insured immediately before such damage or destruction, then the Buyer may, at its sole election, (a) within ten (10) days after receipt of such notice, terminate these Articles of Sale by giving the Seller written notice of such termination, or (b) require the consummation of the transactions provided for in these Articles of Sale, and in such

kind arising as a result of such damage or destruction shall become the property of the Buyer at the Closing Date, and the Seller shall not compromise or settle any such claim prior to the Closing Date without the written consent of the Buyer. In case the amount of such damage or destruction is not in excess of 25% of such aggregate amount, the Seller shall deliver all proceeds of insurance thereon to the Buyer on the Closing Date and all claims of every kind as a result of such damage or destruction shall become the property of the Buyer on the Closing Date, and the Seller shall not compromise or settle any such claim prior to the Closing Date without the written consent of the Buyer.

14.1. <u>By the Buyer</u>. The Buyer agrees to indemnify the Seller or its successors from and against any and all damages, costs and expenses (including legal fees) reasonably resulting from the assertion by a third party of a claim against the Seller on account of a liability of the Seller assumed by the Buyer under the terms hereof.

14.2. <u>By the Seller</u>. The Seller agrees to indemnify the Buyer or its successors from and against any and

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reasonably resulting from either (a) the breach of any of the Seller's covenants, warranties and representations herein or (b) the assertion by a third party of a claim against the Buyer on account of a liability of the Seller not assumed by the Buyer under the terms hereof. The Seller shall not be liable on the basis of the fact that the value of the inventory at December 31, 1960, on the basis of the lower of net of the fact was less than form after a such discounts or market was less than \$737,720.32 so long as such value was not less than \$687,720.32. If the inventory on December 31, 1960, was less than \$687,720.32, the Seller shall be liable to the Buyer in an amount equal to the difference between \$687,720.32 and the actual value of such inventory on December 31, 1960.

#### 15. Miscellaneous.

each pay its own expenses incidental to the preparation and carrying out of these Articles of Sale, whether or not the transactions contemplated hereby are consummated, and none of the Seller's expenses (including professional fees) shall be assumed by the Buyer hereunder nor shall any of the Buyer's expenses (including professional fees) be assumed by the Seller hereunder.

- of Sale constitute the entire agreement between the parties.

  Except as otherwise specifically provided herein, no change, modification or addition shall be valid unless in writing and signed by or on behalf of the parties hereto.
- 15.3. Assignments. These Articles of Sale shall be binding upon the respective successors of the parties hereto, but except as otherwise expressly provided herein, no party hereto may assign its rights hereunder without the written consent of the other party hereto.
- 15.4. Sales and Use Taxes. Any and all sales, use and transfer taxes payable in connection with any transaction contemplated herein (excluding taxes referred to in paragraph 3.1.1) shall be shared equally by the parties hereto.
- 15.5. Notices, Requests, Etc. Any notice, request, instruction or other document given hereunder by any party hereto shall be in writing and delivered personally or sent by registered mail, postage prepaid, if to the Buyer, addressed to the Buyer, c/o Messrs. Olwine, Connelly, Chase, O'Donnell & Weyher, 52 Vanderbilt Avenue, New York 17, N. Y., and if to the Seller, addressed to the Seller, c/o Messrs. Strasser, Spiegelberg, Fried & Frank, 120 Broadway, New York 5, N. Y., or to such other address as either party may have designated to the other in writing. If mailed as

United States mails. The Seller hereby appoints Messed.

Strasser, Spiegelberg, Fried & Frank as its agents for the service of process and hereby consents to the jurisdiction of the Supreme Court of the State of New York. The Seller agrees that any process in any action may be served upon it by serving said attorneys and that if service is effected on said.

15.6. Books and Records. The Buyer, upon request of the Seller, will, at all reasonable times after the closing, make available for examination and copying by the Seller such of the books, papers and records relating to the assets or properties of the Seller transferred to the Buyer as the Seller shall request.

15.7. Abandonment. The proposed sale may not be abandoned by a majority vote of the entire Board of Directors of the Seller unless, by majority vote of the entire Board of Directors of the Buyer, the Buyer has agreed to such abandonment.

15.8. Finder's Fee. If the transaction provided for herein is consummated, the parties hereto will each pay as a finder's fee the sum of \$17,500 to Winslow, Cohu & Stetson.

15.10. No Third Party Beneficiaries. No provision

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contained in this Agreement shall constitute any one other than one of the parties hereto a third party beneficiary.

15.11. Consummation of Transaction. In the event that the transaction contemplated hereunder is not consummated because of either a failure of one of the conditions set forth in paragraph 11 or a default by the Seller, the Seller shall promptly return the sum of \$25,000 received by the Seller on the date hereof as a portion of the purchase price. The Buyer shall use its best efforts to satisfy the conditions set forth in paragraphs 11.2 and 11.3 prior to the Closing Date and if any condition is not satisfied by May 26, 1961, the Seller shall have the right to terminate this Agreement on May 26, 1961, in which event the Seller shall promptly return said \$25,000 to the Buyer. Any defect in title other than a defect set forth in Exhibit D hereto shall be cured at the expense of the Seller. In the event the Buyer has not obtained one or more surveys prior to May 26, 1961, the Buyer will waive so much of the condition set forth in paragraph 11.2 as relates to such survey and any binder on any title guaranty policy on any property with respect to which a survey has not been obtained by May 26, 1961, shall not be deemed by the Buyer to have failed to satisfy the condition set forth in paragraph 11.3 on the basis of the fact that it is subject to any state of facts that an accurate survey may show.

15.12. Paragraph Headings and Counterparts. All paragraph headings are inserted for convenience only. These Articles of Sale may be executed in several counterparts, each of which shall be deemed to be an original and which together will constitute one and the same instrument.

IN WITNESS WHEREOF, J. W. Myers and Company, Incorporated, and Francis H. Leggett & Company, the parties hereto, have caused these Articles to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and the respective corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, all as of the 5th day of May, 1961.

Attest: Secretary

J. W. MYERS AND COMPANY, INCORPORATED

By O. M. Carryer

FRANCIS H. LEGGETT & COMPANY

Aleb

By Vice President

Brigher St

Secretary

COUNTY OF NEW YORK : 85.:

I HEREBY CERTIFY that on MAY 19, , 1961, before me, the subscriber, a notary public of the State of NEW YORK , in and for the County of NEW YORK aforesaid, personally appeared O.N. CARRYER, , President for Vine-President) of J. W. Myers and Company, Incorporated, a corporation organized and existing under the laws of Maryland, and in the name and on behalf of said cor-

poration acknowledged the foregoing Articles to be the corporate act of said corporation; and at the same time personally appeared ON CARRICO and made oath in due form of law that he was Secretary (a) Chairman; of the meeting of the stockholders of said corporation at which said Articles were approved, and that said Articles were duly advised by the Board of Directors and approved by the stockholders of said corporation in the manner and by the vote stated in the said Articles.

WITNESS my hand and notarial seal or stamp, the day and year last above written.

Notary Public

MORTON A. TURET
Notary Public Sac of New York
Notary Public Sac of New York
Notary Public Sac of New York
Notary
Notary Public Sac of New York
Notary Public

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STATE OF NEW YORK ) : 55.
COUNTY OF NEW YORK)

I HEREBY CERTIFY that on May 5, 1961, before me, the subscriber, a notary public of the State of New York in and for the County of New York aforesaid, personally appeared Paul E. Zeger, Vice-President of Francis H. Leggett & Company, a corporation organized and existing under the laws of the State of New York and in the name and on behalf of said corporation acknowledged the foregoing Articles to be the corporate act of said corporation; and at the same time personally appeared Siegbert Salinger, and made oath in due form of law that he is Secretary of Francis H. Leggett & Company, a corporation organized and existing under the laws of the State of New York, and that said Articles were duly advised, authorized and approved by said corporation in the manner and by the vote required by the laws of said State

EXHIBIT A

### Liens, Encumbrances and Restrictions

Each of the properties to be conveyed by Seller is subject to the following:

- (a) Zoning regulations and ordinances of the city, town or village in which the particular property is located and which regulations and ordinances are not violated by existing structures.
- (b) Consent by Seller or any former owner of a particular property for the erection of any structure or structures on, under or above any street or streets on which a property may abut.
- (c) Encroachments of stoops, areas, cellars, steps, trim and cornices, if any, upon any street or highway.
- (d) Variances, if any, between fences and the lines of record title provided title is not thereby rendered unmarketable.
- (e) Licenses and easements, if any, for public utilities.
- (f) Any and all notices, orders or violations of any city, county, state or federal office, department or authority having or purporting to have jurisdiction now or hereafter filed against or affecting any particular property or any part thereof or now or hereafter a lien thereon or noted in the records of any such office, department or authority. The foregoing notices, orders or violations, if any, shall not be deemed an objection to title, but any act required by such notices, orders or violations shall be performed by the Seller at Seller's own cost and expense, and Seller shall be obligated to convey title to purchaser free and clear of such notices, orders, violations or liens affecting the premises.
- (g) Any and all assessments which may on or after the date hereof be assessed, levied, imposed or

confirmed against or become a lien against any particular property or any part thereof.

In addition to the above:

- 1. The property of Seller in Chambersburg, Pennsylvania, is to be conveyed subject to:
  - (a) As to so much of the property as is included within the lines of Falling Spring to the use thereof by all parties lawfully entitled thereto.
  - (b) As to so much of the land as is included within the lines of the passageway or driveway described in Exhibit D to the use thereof as set forth in said Exhibit D.
  - (c) To the right of the Pennsylvania Railroad Company to operate and maintain at all times its railroad sidings over the driveway leading from Grant Street to the property of the Seller in Chambersburg, Pennsylvania, without liability to the Seller, and with respect to the property located in Riverton, Virginia.
- 2. The property of Seller in Riverton, Virginia, is to be conveyed subject to the right of Paul R. Ruffner and Lucille E. Ruffner, their heirs and assigns, to use and maintain the sewer line from their residence situated on Duck Street adjacent to the property of Seller and extending under and through a part of said property of the Seller.

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#### EXHIBIT B

#### Various Contracts, Leases and Commitments

(1) CONTRACTS FOR PAYMENT OF BONUSES AND FRINGE BENEFITS CONTRACTS:

Company participates with employees in group hospital and medical insurance.

(2) LEASES:

None.

(3) PURCHASE AND SALE COMMITMENTS:

EXHIBIT C

Litigation

None

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#### EXHIBIT D

DESCRIPTION OF REAL ESTATE OWNED BY
J. W. MYERS AND COMPANY, INCORPORATED

#### 1. HANCOCK, MARYLAND

with the improvements thereon, situate in Rowlands Addition to Hancock, in Washington County, Maryland, and described as follows: Beginning at an iron pin planted in the South marginal line of Main Street town of Hancock, said pin being located S. 72 Deg. E 147.35 feet from the intersection of the South marginal line of Main Street with the East marginal line of the alley that extends Southward along the West side of the Presbyterian Parsonage property said pin being also the N. E. Cor. of the lot owned by Mrs. Ross Murray and running thence with the South margin of Main Street S. 71 Deg. - 02 Min. E. 150 feet to an Iron pin at the N.W. Corner of the lot owned by W. A. Litton thence bounding on West marginal line of Litton's lot S. 14 Deg. - 20 Min. W. 102 feet to an Iron pin in the Northern R. O. W. line of the W. M. Ry. Co. thence bounding on said R. O. W. and parallel to and 50 feet North of the center line of said Ry. R. O. W. N. 75 Deg. - 00 Min. W. 145 Feet to an Iron pin in the East boundary line of the property of Mrs. Ross Murray thence with said East boundary line N. 12 Deg. - 06 Min. E. 112.65 feet to the place of beginning.

#### 2. RIVERTON, VIRGINIA

That certain tract or parcel of land, lying, being and situate in the Village of Riverton, in Fork Magisterial District, Warren County, Virginia, containing One and One-hundreth (1.01) Acres, more or less, and more particularly described by reference to a plat made by Walter M. Duncan, dated the 6th day of July, 1949, and is attached hereto and made a part of this deed:

BEGINNING at an iron fence post on the North side of Duck Street, approximately 200 ft. West of Route 522, thence with Duck Street N. 65° 58' W 70 ft. to a 1/2" iron pin, corner to Paul Ruffner, thence with Ruffner N 21° E 134.55 ft. to an iron post, thence N 65° 14' W 145.10 ft. to iron post in fence corner to Ruffner and Mortimer Martin, thence with Martin N 31° 43' 45" E 206.75 ft. to iron post by a wooden post on the South side of the Southern Railroad Right of Way, thence with the Southern Railroad Right of Way S 55° 07' E 160.75 ft. to an iron pin and post, corner to Lansberry, thence with Lansberry S 17° 17' 20" W 312.96 ft. to the point of beginning.

And being a portion of the property conveyed to Paul R. Ruffner and Lucille E. Ruffner, his wife, by deed dated February 19, 1944, from John H. Downing, Trustee and recorded in the Clerk's Office of the Circuit Court of Warren County, Virginia, in Deed Book 55 at page 335, to which said deed and plat above mentioned, reference is hereby made for a more particular description of the land hereby conveyed and further derivation of title.

SUBJECT to the right on the part of the Grantors to use and maintain the existing sewer line from the residence of the Grantors situated on Duck Street adjacent to the described premises and extending under and through a part of the described premises, Grantees having the right and privilege to connect up with the said sewage line.

#### 3. HAGERSTOWN, MARYLAND

Beginning at a point in the East marginal line of North Walnut Street, at the intersection of the North marginal line of the public alley running parallel and immediately South of West Franklin Street, and running thence from said beginning point, along the North margin of the alley above mentioned; South 58 degrees - oo minutes East 328 feet to the West margin of a

public alley parallel to and immediately East of North Walnut Street and thence along the West margin of the alley parallel to North Walnut Street, North 31 degrees - 55 minutes E. 120 feet to an iron pin, thence leaving the West margin of the alley referred to North 58 degrees - oo minutes W. 81 feet thence N. 32 degrees - 00 minutes E. 120 feet to the South marginal line of West Franklin Street, and running thence with said South marginal line N. 58 degrees - oo minutes W. 41 feet thence leaving the South margin of W. Franklin St. S. 32 degrees - oo minutes W. 120 feet to a stake, thence N. 58 degrees - oo minutes W. 130 feet thence S. 31 degrees - 04 minutes W. 11.75 feet thence S. 84 degrees - 18 minutes W. 44.3 feet thence N. 58 degrees - 46 minutes W. 41.5 feet to the East margin of North Walnut St. thence S. 31 degrees - 37 minutes W. 80.6 feet along the East margin of North Walnut St.

#### 4. CHAMBERSBURG, PENNSYLVANIA

ALL THAT CERTAIN lot or piece of land, with the buildings and improvements thereon erected, situate in the Borough of Chambersburg, in the County of Franklin and State of Pennsylvania,

bounded and described as follows, viz:

BEGINNING at a stone monument at the distance of one hundred and ninety-three feet and three tenths of a foot measured westwardly from and at right angles to the line established as the original center line of the railroad of The Pennsylvania Railroad Company (known as the Cumberland Valley Division) said point in center line being distant fifty-five feet measured northwardly along said center line from a point therein over the middle of bridge number 51.62 which carries the said railroad over Falling Spring; and extending thence by other land of said The Pennsylvania Railroad Company South nine degrees twenty minutes West one hundred and eighty-one feet and one tenth of a foot to the middle of Falling Spring; thence southwest-wardly along the middle of said Falling Spring

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(and by land conveyed by said The Pennsylvania Railroad Company to The Burgess and Town Council of the Borough of Chambersburg by deed dated May 18th 1922) eighty-five feet and fifty-two hundredths of a foot to the line of land conveyed by The Pennsylvania Railroad Company to William H. Speer by deed dated August 14th 1922; thence by the same as follows, viz: First, North nine degrees eleven minutes East one hundred and sixty-six feet and four tenths of a foot to an iron pin and Second, North eighty-one degrees twenty-seven minutes West twenty-one feet and five tenths of a foot to an iron pin; thence by other land of The Pennsylvania Railroad Company as follows, viz: First, North seven degrees ten minutes East seventy-four feet to a stone monument in the confines of the passageway or driveway below mentioned and described and leading into Grant Street; thence still by said land and along said passageway or driveway South eighty degrees fifty minutes East eighty-six feet and forty-four hundredths of a foot to the place of beginning. CONTAINING fourteen thousand seven hundred and sixty-two square feet, more or less.

(BRING part of the same premises which Hamsher W. Karper and wife by deed dated the Thirtieth day of April, 1907, and recorded in Franklin County Deed Book No. 146 page 18 &c., granted and conveyed, in fee, unto The Cumberland Valley Railroad Company; AND by agreement dated January 22nd 1919 and filed in the Office of the Secretary of the Commonwealth of Pennsylvania on June 2nd 1919, all of the franchises, corporate property, rights and credits of the said The Cumberland Valley Railroad Company were acquired by and became the property of the said The Pennsylvania Railroad Company.)

AND TOGETHER with the free use, right, liberty and privilege of the said above mentioned passage-way or driveway (for pedestrians and vehicles) into and from Grant Street, in common with the said Grantor its successors or assigns and all other parties entitled to such use (a portion of said passageway or driveway having been laid out or defined by Grace G. McLanahan in her deed dated

September 18th 1879 and recorded in Franklin County in Deed Book No. 69 page 338) or to whom the said Grantor has heretofore granted or may hereafter grant such use; the said passageway or driveway being bounded and described as follows, to-wit:

BEGINNING at the said stone monument marking the northeasterly corner of the lot or piece of land hereinbefore described and extending thence by said land as follows, viz: First, North eighty degrees fifty minutes West eighty-six feet and forty-four hundredths of a foot to a stone monument in the northwesterly corner of said lot and Second, South seven degrees ten minutes West sixteen feet to an iron pin; thence by other land of The Pennsylvania Railroad Company North eighty degrees fifty minutes West thirty-six feet and five tenths of a foot to the line of lands of Joseph G. Hitshew and others; and thence by said lands North nine degrees twenty-two minutes East one hundred and ninety feet and nine hundredths of a foot to the southerly line of Grant Street; thence along the same South eighty degrees twenty-four minutes East sixteen feet; thence by other land of said The Pennsylvania Railroad Company South nine degrees twenty-two minutes West one hundred and fifty-three feet; thence still by said land, by land of Atlantic Refining Company and by other land of said Railroad Company, and crossing a stone monument, South eighty degrees twenty-four minutes East one hundred and six feet and twenty-five hundredths of a foot; thence still by said land of the Railroad Company South nine degrees twenty minutes West twenty feet and sixteen hundredths of a foot to the place of beginning. CONTAINING five thousand four hundred and ninety-nine square feet, more or less.

UNDER and SUBJECT nevertheless (1) as to so much of the said premises as is included within the lines of the said Falling Spring to the use thereof by all parties lawfully entitled thereto (2) as to so much of the land as is included within the lines

of the said passageway or driveway to the use thereof as aforesaid; BUT SUBJECT to the right of the said The Pennsylvania Railroad Company to operate and maintain at all times hereafter its railroad sidings as now constructed over the driveway leading from Grant Street to said premises without liability to J.W. Myers and Company, Incorporated.

HANGIS H. LEGGETT & COMPANY - Transferse

approved and received for record by the State Department of Assessments and Taxation

at 9:00 o'clock A. M. as in conformity

Recorded in Liber \$249 , folio 349 one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

2.00 Certificate Land Rec. Off. Washington Co

To the clerk of the Circuit

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

## Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632 TWOMBLY VENDING SERVICE, INC.

#### ARTICLES OF INCORPORATION

First: We, the undersigned, Arthur S. Twombly, whose post office address is Sunrise Drive, R.D. #6, Hagerstown, Maryland, Gladys H. Twombly, whose post office address is Sunrise Drive, R.D. #6, Hagerstown, Maryland, William A. Twombly, whose post office address is P.O. Box #298, Maugansville, Maryland and Ellen D. Twombly, whose post office address is P.O. Box #298, Maugansville, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called the Corporation) is:

TWOMBLY VENDING SERVICE, INC.

Third: The purpose for which the corporation is formed and the business or objects to be carried on by it are as follows:

- 1. To carry on and conduct, directly or indirectly, a general Vending machine business, including the leasing, placing and operating of any and all types of coin operated automatic vending machines, and to engage in all activities directly or indirectly helpful in effectively carrying on such vending operation.
- 2. To buy, sell, hold or lease any and all types of coin operated vending equipment.
- Z. To buy and sell any merchandise that is vend from any coin operated vending machine.
- 4. To borrow and lend money in furtherance of the business including and executing necessary documents to secure obligations of the corporation.

Fourth: The poet office address of the principal office of the corporation in this is P.O. Box 1033, Hagerstown, Maryland. The name and post office address of the recident agent of the corporation in this state is Arthur S. Twombly, Sunrise Drive, R.D. #6. Hagerstown, Maryland. Said resident is a citizen of this state and actually resides therein.

Fifth: The total amount of authorised capital stock of the corporation is One Hundred Thousand Dollare (\$100.000.00) par value, divided into One Thousand (1000) chares of the par value of One Hundred (\$100.00) each.

Sixth: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than four; and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are Arthur S. Twombly. Gladys H. Twombly, William A. Twombly and Ellen D. Twombly.

powered to authorise the issuance from time to time of shares of its stock of any class, whether now or hereafter authorised, or securities convertible into shares of its stock of any class or classed. Whether now or hereafter authorised. The Board of Directors of the Corporation are hereby empowered to authorise the issuance from time to time shares of its Capital stock for cash, or for such consideration as the Board of Directors shall consider advisable and for this purpose the Board of Directors shall have the power to determine the actual value of the property, services or other consideration for which the stock is to be issued.

WITNESS:

Um. F, Keyes

Who. F, Keyes

Who. F, Keyes

Arthur S. Twombly J

Arthur S. Twombly J

Gladys H. Twombly GSEAL)

William A. Twombly (SEAL)

Ellen D. Twomliy (SEAL)

STATE OF MARYLAND, COUNTY OF WASHINGTON: 88

I HEREBY CERTIFY, that on this 2/ day of 4. 1961.

before me, the subscriber, a Notary Public of the State of Maryland.

in and for the county of Washington, personally appeared Arthur S.

Twombly, Gladys H. Twombly, William A. Twombly and Ellen D. Twombly, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notorial Seal, the day and year last above written.

Notary Public

My commission expires:

5/1/61

TWOKELY VENDING SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation

of Maryland May 2, 1961

at 9:00 e'clock A. M. as in conformity

with law and ordered recorded.

### 9946

Recorded in Liber / , folio / , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Circuit

Court of

Wasnington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation

AS WITNESS my hand and seal of the said Department at Baltimore.

# Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632 ARTICLES OF INCORPORATION

#### RINGGOLD RURITAN CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lloyd P.

Sensenbaugh, whose postoffice address is Smithsburg, R.D. #2,

Maryland; John C. Herbst, whose postoffice address is Smithsburg,

R.D. #2, Maryland; and Arthur F. Bayer, whose postoffice address
is Hagerstown, R. D. #5, Maryland, all being at least twenty-one
years of age, do under and by virtue of the General Laws of the

State of Maryland authorizing the formation of corporations,
associate ourselves with the intention of forming a corporation
by the execution and filing of these Articles.

SECOND: That the name of the corporation, which is hereinafter called the "Corporation" is

RINGGOLD RURITAN CLUB, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To organize and operate an association exclusively for social, educational and charitable purposes, no part of the net income of which is to enure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To promote among its members fellowship and goodwill.

- (b) To unify the efforts of individuals and institutions in the community in making it a better place in which to live.
- (c) To promote those agencies in the community that contribute directly to the progress of the community.
- (d) To inspire each other to higher efforts.
- (e) To encourage and foster the ideal of service as the basis of all worthy enterprise.
- (f) To hold suppers, picnics, and entertainments in furtherance of the purposes for which this Corporation is formed.
- (g) And incident to said objects and purposes and subordinate thereto, the power to purchase, sell, mortgage, lease, improve and invest in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.
- (h) This Corporation shall have all the general powers conferred upon corporations of this class by law; and to do such other acts and exercise such other powers which may be deemed calculated directly or indirectly to effectuate or facilitate the carrying out of the aforesaid objects and purposes.

FOURTH: The postoffice address of the principal

office of the Corporation in this State is Smithsburg, R.D.#2, Maryland. The resident agent of the Corporation is
Lloyd P. Sensenbaugh, whose postoffice address is Smithsburg,
R. D. #2, Maryland. Said resident agent is a citizen of the
State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. The following shall be the first members of the Corporation:

Lloyd P. Sensenbaugh

John C. Herbst

Charles E. Foster

Raphael J. Tiffany

Mark D. Eigenbrode

Arthur F. Bayer

Robert I. Diehl

Richard L. Coss

Kenneth M. Boswell

George E. Reecher

Luther M. DeHaven

John M. Newcomer, Jr.

John H. Rinehart

Frank R. Newcomer

Harry W. Boswell

Robert E. Malott

Carl L. Jones

James A. Kipe

Arthur W. Oller

William D. Smith

Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the by-laws, which may prescribe different classes of members and prescribe the powers and duties of each class. The Board of Directors shall adopt appropriate by-laws, which among other things will define the qualification of members.

SIXTH: The Corporation shall have four Directors, and Lloyd P.Sensenbaugh, Mark D.Eigenbrode, Arthur F.Bayer, and

Robert I. Diehl shall act as such until the first annual meeting of the members or until their successors are duly chosen and qualified.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on the \_\_\_\_\_\_ day of May, A.D., 1961.

WITNESS:

Pearl L. Gehr as to Shall Sensenbaugh

Pearl L. Gehr as to John C. Herbst

Pearl L. Gehr as to Athurs Bayer

Pearl L. Gehr Arthur F. Bayer

STATE OF MARYLAND, )
COUNTY OF WASHINGTON, )

THIS IS TO CERTIFY, That on the 2nd day of Mayy A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Lloyd P. Sensenbaugh, John C. Herbst, and Arthur F. Bayer and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Notarial Seal, the day and year last above written.

Pearl L. Gehr, Notary Public. ARTICLES OF INCORPORATION

OF

RINGGOLD RURITAN CLUB, INC.

of Maryland May 4, 1961 at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

A 9960

Recorded in Liber 546, folio 3, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Marks Marky

Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632

AMPICLES OF INCOMPORATION

DODSON EXTERMINATING & PEST CONTROL CO., INC.

THIS IS TO CERTIFY:

FIRST: That the subscribers, Albert J.Dodson, whose post office address is Post Office Box 943, Hagerstown, Washington County, Maryland, Josephine A.McDaniel Dodson, whose post office address is Post Office Box 943, Hagerstown, Washington County, Maryland, and Hallie T.Dodson, whose post office address is Rural Route No. 2, Lynchburg, Campbell County, Virginia, all being of legal age and being citizens of the United States of America, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of corporations, hereby associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation, hereinafter designated as the "Corporation", is "Dodson Exterminating & Pest Control Co., Inc.".

THIMD: The purposes for which the Corporation is formed are as follows:

- and elsewhere the business of exterminating and controling all destructive vermin, insects, and pests, and the fumigation and insulation of buildings for that purpose and making of all alterations and repairs to structures that may become necessary because of the eradication of vermin, insects and pests.
- 2. To manufacture, buy and sell at wholesale or retail all disinfectants, fungicides and chemicals of every kind and character used in the fumigation of buildings and the extermination of vermin, insects and pests or used in the preparation of remedies of every kind and character for such purposes.
  - 3. To conduct the business of constructing,

HARVEY M. MILLER ATTORNEY AT LAW plumbing, heating, ventilating and air conditioning of homes, business and public structures and in conjunction therewith to buy, sell and generally deal in, at wholesale or retail, all equipment, supplies and materials of every kind and character used in said businesses.

- 4. To open and operate stores, supply rooms, warehouses, offices or agencies throughout the State of Maryland or elsewhere to effect the aforesaid purposes.
- 5. To purchase, lease or otherwise acquire, hold, wm, use, manage, improve, maintain, develop, sell, transfer, exchange, mortgage, convey or otherwise acquire and/or dispose of all kinds of property, whether real or personal, in this state or in any other state, district or territory of the United States, which shall be necessary or convenient in connection with or in carrying on the business of said Corporation or any part thereof.
- part of the property, stock, goodwill, rights, credits, accounts and/or any other assets of the business of any persons, partnerships firms, associations or corporations heretofore or hereafter engaged in business similar to any business which this Corporation has a right to conduct, and to hold, utilize, enjoy, or in any manner dispose of the whole or any part of the property, stock, rights, credits, accounts or any other assets of the business so acquired, and to assume in connection with any such purchase all debts, contracts, obligations and liabilities of any such persons, partnerships, firms, associations or corporations.

7. To subscribe for, acquire, sell, hold, exchange and deal in shares of stock, bonds, obligations and securities of any public or private corporation, government or municipality and to have the express power to hold, purchase, or otherwise acquire, sell, transfer, pledge, mortgage or otherwise dispose of, absolutely or upon condition, shares of the capital stock, bonds, or other

HARVEY M. MILLER
ATTORNEY AT LAW
HAGERSTOWN, MD.

evidences of indebtedness created by any other corporation, and while the owner thereof to exercise all the incidents of ownership.

- 8. To issue from time to time shares of its stock of any class in the manner permitted by law or to execute securities convertible into shares of its stock of any class, in order to raise money for any of the purposes of the Corporation or in payment of property purchased or for services rendered the Corporation or for any other lawful consideration.
- 9. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature and in anymanner permitted by Law, to secure the repayment of money so borrowed or in payment of property purchased, or for any other lawful consideration and to secure the payment thereof and the interest thereon by mortgage upon, or pledge, or conveyances, or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned by the Corporation or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

with the business of the Corporation which may seem to be calculated, directly or indirectly, to effectuate the aforesaid purposes and objects or any of them, or to facilitate it in the transaction of the aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland.

FOURTH: Said Corporation shall enjoy and exercise all the powers and rights conferred by law upon corporations and the enumeration of the specific powers in these Articles of

Incorporation are in furtherance of and not in limitation of the general powers conferred by law upon corporations.

FIFTH: The post office address of the principal office of the Corporation in this State is Post Office Box 943, Hagerstown, Washington County, Maryland, and the resident agent of the Corporation is Harvey M.Miller, whose business address is 111 West Washington Street, Hagerstown, Washington County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total amount of the authorized capital stock of the Corporation is ten thousand (10,000) shares of the par value of Ten (\$10,00) Dollars per share, all of one class and having an aggregatepar value of One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The Corporation shall have three directors and Albert J. Dodson, Josephine A.McDaniel Dodson and Hallie T. Dodson shall act as said directors until the first annual meeting of said Corporation or until their successors are duly chosen and qualified. The number of directors may be changed from time to time by duly enacted by-laws of the Corporation, subject to the provisions of the Code of Public General Laws of the State of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 25th day of April, A.D. 1961.

Louise P.Spessard

Allen (SEAL)

osephine A.McDaniel Dodson

(SEAL)

(SEAL)

16 Ble 1 Ordan

HARVEY M. MILLER

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25th day of April, A.D. 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Albert J.Dodson and Josephine A.McDaniel Dodson, known to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation and acknowledged that they executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Louise P.Spessard Notary Public

My Com. Exp: May 1,1961

TATE OF MARYLAND, WASHINGTONCOUNTY, to-wit:

I HEREBY CERTIFY, That on this 8 day of April, A.D.

1961, before me, the subscriber, a Notary Public of the State of Maryland
Washington
Washington
T.Dodson, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation and acknowledged that she executed the same for the purposes therein contained.

Witness my hand and Official Notarial Seal.

Helen R. Meakle
Notary Public
My Commission Expires 5-6-63

HARVEY M. MILLER ATTORNEY AT LAW HARFFESTOWN, MD.



ARTICLES OF INCORPORATION

OF

DOSOF EXTERMINATING & PEST CONTROL CO., INC.

approved and received for record by the State Department of Assemments and Taxation of Maryland May 15, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10119

Recorded in Liber 47, folio 9, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Masha Muya

Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No.

ARTICLES OF INCORPORATION 188632

OF

GOULD VISION INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers Herbert Gould whose post office address is 1616 The Terrace, Hagerstown, Maryland, Harriet Gould whose post office address is 1616 The Terrace, Hagerstown, Maryland, and Herbert A. Schwartz whose post office address is 3209 Labyrinth Road, Baltimore, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS

GOULD VISION INC.

THIRD: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

- (A) To own, maintain, conduct, operate, and carry on the business of dispensing opticians, and, in the course of the business, to buy, sell, ship, store and otherwise use, deal in, acquire, and dispose of every kind of optical, ophthalmic, and scientific instrument, glass, lens, or equipment necessary or convenient to the operation and conduct of the general business of dispensing opticians.
- (B) To MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, HOLD, MORTGAGE, PLEDGE, SELL, TRANSFER, OR IN ANY MANNER ENCUMBER OR DISPOSE OF GOODS, WARES, MERCHANDISE, IMPLEMENTS AND OTHER PERSONAL PROPERTY OR EQUIPMENT OF EVERY KIND.
- (C) TO PURCHASE, LEASE OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, SELL, EXCHANGE, LET, OR IN ANY MAUNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.
- (D) TO CARRY ON AND TRANSACT, FOR ITSELF OR FOR ACCOUNT OF OTHERS, THE BUSINESS OF GENERAL MERCHANTS, GENERAL BROKERS, GENERAL AGENTS, MANUFACTURERS, BUYERS AND SELLERS OF, DEALERS IN, IMPORTERS AND EXPORTERS OF NATURAL PRODUCTS, RAW MATERIALS, MANUFACTURED PRODUCTS AND MARKETABLE GOODS, WARES AND MERCHANDISE OF EVERY DESCRIPTION.

- (E) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland of Stock, bonds, or other securities of the Corporation or otherwise.
- (F) To APPLY FOR, OBTAIN, PURCHASE, OR OTHERWISE ACQUIRE, ANY PATENTS, COPYRIGHTS; LICENSES, TRADEMARKS, TRADE-NAMES, RIGHTS, PROCESSES, FORMULAE, AND THE LIKE, WHICH MIGHT BE USED FOR ANY OF THE PURPOSES OF THE CORPORATION; AND TO USE, EXERCISE, DEVELOP, GRANT LICENSES IN RESPECT OF, SELL AND OTHERWISE TURN TO ACCOUNT, THE SAME.
- To purchase or otherwise acquire, hold and re-ISSUE SHARES OF ITS CAPITAL STOCK OF ANY CLASS; AND TO PUR-CHASE, HOLD, SELL, ASSIGN, TRANSFER, EXCHANGE, LEASE, MORT-GAGE, PLEDGE OR OTHERWISE DISPOSE OF, ANY SHARES OF STOCK OF OR VOTING TRUST CERTIFICATES FOR ANY SHARES OF STOCK OF, OR ANY BONDS OR OTHER SECURITIES OR EVIDENCES OF INDEBTEDNESS ISSUED OR CREATED BY, ANY OTHER CORPORATION OR ASSOCIATION, ORGANIZED UNDER THE LAWS OF THE STATE OF MARYLAND OR OF ANY OTHER STATE, TERRITORY, DISTRICT, COLONY OR DEPENDENCY OF THE UNITED STATES OF AMERICA, OR OF ANY FOREIGN COUNTRY; AND WHILE THE OWNER OR HOLDER OF ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS. TO POSSESS AND EXERCISE IN RESPECT THEREOF ANY AND ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE ON ANY SHARES OF STOCK SO HELD OR OWNED; AND UPON A DISTRIBUTION OF THE ASSETS OR DIVISION OF THE PROFITS OF THIS CORPORATION, TO DISTRIBUTE ANY SUCH SHARES OF STOCK, VOTING TRUST CERTIFICATES, BONDS OR OTHER OBLIGATIONS, OR THE PROCEEDS THEREOF, AMONG THE STOCKHOLDERS OF THIS CORPOR-ATION.
- (H) To GUARANTEE THE PAYMENT OF DIVIDENDS UPON ANY SHARES OF STOCK OF, OR THE PERFORMANCE OF ANY CONTRACT, BY, ANY OTHER CORPORATION OR ASSOCIATION IN WHICH THE CORPORATION HAS AN INTEREST, AND TO ENDORSE OR OTHERWISE GUARANTEE THE PAYMENT OF THE PRINCIPAL AND INTEREST, OR EITHER, OF ANY BONDS, DEBENTURES, NOTES, SECURITIES, OR OTHER EVIDENCES OF INDESTEDNESS CREATED OR ISSUED BY ANY SUCH OTHER CORPORATION OR ASSOCIATION.
- (I) To LOAN OR ADVANCE MONEY WITH OR WITHOUT SECURITY, WITHOUT LINIT AS TO AMOUNT; AND TO BORROW OR RAISE MONEY FOR ANY OF THE PURPOSES OF THE CORPORATION AND TO ISSUE BONDS,

DEBENTURES, NOTES OR OTHER OBLIGATIONS OF ANY NATURE, AND IN ANY MANNER PERMITTED BY LAW, FOR MONEY SO BORROWED OR IN PAYMENT FOR PROPERTY PURCHASED, OR FOR ANY OTHER LAWFUL CONSIDERATION, AND TO SECURE THE PAYMENT THEREOF AND OF THE INTEREST THEREON, BY MORTGAGE UPON, OR PLEDGE OR CONVEYANCE OR ASSIGNMENT IN TRUST OF, THE WHOLE OR ANY PART OF THE PROPERTY OF THE CORPORATION, REAL OR PERSONAL, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED; AND TO SELL, PLEDGE, DISCOUNT OR OTHERWISE DISPOSE OF SUCH BONDS, NOTES OR OTHER OBLIGATIONS OF THE CORPORATION FOR ITS CORPORATE PURPOSES.

(J) To carry on any of the businesses hereinbefore Enumerated for itself, or for account of others, or through others for its own account, and to carry on any other busiNESS WHICH MAY BE DEENED BY IT TO BE CALCULATED, DIRECTLY OR INDIRECTLY, TO EFFECTUATE OR FACILITATE THE TRANSACTION OF THE AFORESAID OBJECTS OR BUSINESSES, OR ANY OF THEM, OR ANY PART THEREOF, OR TO ENHANCE THE VALUE OF ITS PROPERTY, BUSINESS OR RIGHTS.

(K) To CARRY OUT ALL OR ANY PART OF THE AFORESAID PURPOSES, AND TO CONDUCT ITS BUSINESS IN ALL OR ANY OF ITS BRANCHES IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES; AND TO MAINTAIN OFFICES AND AGENCIES, IN ANY OR ALL STATES, TERRITORIES, DISTRICTS, COLONIES AND DEPENDENCIES OF THE UNITED STATES OF AMERICA AND IN FOREIGN COUNTRIES.

THE AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION, OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED, BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

FOURTH: The post office address of the principal office of the Corporation in this State is 1616 The Terrace, Hagerstown, The resident agent of the Corporation is Dr. Herbert Gould, whose post office address is 1616 The Terrace, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 1,000 SHARES (ONE THOUSAND) OF THE PAR VALUE OF \$100.00 (ONE HUNDRED, DOLLARS) EACH, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK. THE AGGREGATE PAR VALUE OF ALL SHARES HAVING PAR VALUE IS \$100,000.00 (ONE HUNDRED THOUSAND DOLLARS).

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Herbert Gould, Harriet Gould and Herbert A. Schwartz, 3209 Labyrinth Road, Baltimore, Maryland.

SEVENTH: THE FOLLOWING PROVISIONS ARE HEREBY ADOPTED FOR THE PURPOSE OF DEFINING, LIMITING AND REGULATING THE POWERS OF THE CORPORATION AND OF THE DIRECTORS AND STOCK-HOLDERS:

(A) THE BOARD OF DIRECTORS OF THE CORPORATION IS HERE-BY EMPOWERED TO AUTHORIZE THE ISSUANCE FROM TIME TO TIME OF SHARES OF ITS STOCK, FOR SUCH CONSIDERATIONS AS SAID BOARD OF DIRECTORS MAY DEEM ADVISABLE, IRRESPECTIVE OF THE VALUE OR AMOUNT OF SUCH CONSIDERATIONS, BUT SUBJECT TO SUCH LIMITATIONS AND RESTRICTIONS, IF ANY, AS MAY BE SET FORTH IN THE BY-LAWS OF THE CORPORATION.

- (B) THE BOARD OF DIRECTORS SHALL HAVE POWER, FROM 493 TIME TO TIME, TO FIX AND DETERMINE AND TO VARY THE AMOUNT OF WORKING CAPITAL OF THE CORPORATION; TO DETERMINE WHETHER ANY, AND, IF ANY, WHAT PART, OF THE SURPLUS OF THE CORPORATION OR OF THE NET PROFITS ARISING FROM ITS BUSINESS SHALL BE DECLARED IN DIVIDENDS AND PAID TO THE STOCKHOLDERS SUBJECT, HOWEVER, TO THE PROVISIONS OF THE CHARTER, AND TO DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY OF SUCH SURPLUS OR NET PROFITS. THE BOARD OF DIRECTORS MAY IN ITS DISCRETION USE AND APPLY ANY SUCH SURPLUS OR NET PROFITS IN PURCHASING OR ACQUIRING ANY OF THE SHARES OF THE STOCK OF THE CORPORATION, OR ANY OF ITS BONDS OR OTHER EVIDENCES OF INDEBTEDNESS, TO SUCH EXTENT AND IN SUCH MANNER AND UPON SUCH LAWFUL TERMS AS THE BOARD OF DIRECTORS SHALL DEEM EXPEDIENT.
- (C) THE CORPORATION RESERVES THE RIGHT TO MAKE FROM TIME TO TIME ANY AMENDMENTS OF ITS CHARTER WHICH MAY NOW OR HEREAFTER BE AUTHORIZED BY LAW, INCLUDING ANY AMENDMENTS CHANGING THE TERMS OF ANY CLASS OF ITS STOCK BY CLASSIFICATIONS, RE-CLASSIFICATION OR OTHERWISE, BUT NO SUCH AMENDMENT WHICH CHANGES THE TERMS OF ANY OF THE OUTSTANDING STOCK SHALL BE VALID UNLESS SUCH CHANGE OF TERMS SHALL HAVE BEEN AUTHOR-IZED BY THE HOLDERS OF FOUR-FIFTHS OF ALL OF SUCH STOCK AT THE TIME OUTSTANDING, BY VOTE AT A MEETING OR IN WRITING WITH OR WITHOUT A MEETING.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PER-

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 30 DAY OF March, A.D., 1961.

WITNESS:

Robert L. Ruly

Robert L. Ruby +

Robert L. Roby

HERBERT GOULD

Harriet Howa

HERBERT A. SCHWARTZ

4

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT, ON THIS 30 DAY OF MOVEL A.D., 1961, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, PERSONALLY APPEARED HERBERT GOULD, HARRIET GOULD AND HERBERT FISCH WAY - AND SEVERALLY ACKNOWLEDGED THE FOREGOING ARTICLES OF INCORPORATION TO BE THEIR ACT.

In testimony whereof, I have hereunto subscribed my name and affixed my Notarial Seal the day and year last above written.

COMMISSION EXPIRES:

Robert L. Ruby +
(PRINT NAME HERE)

ARTICLES OF INCORPORATION

013

COULD VISTON INC.

approved and received for record by the State Department of Assessments and Taxation

of Maryland

May 22, 1961

at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

A 10212

Recorded in Liber 47 , folio 39, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20,00 Recording fee paid \$ 10,00

To the clerk of the

Circuit.

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and scal of the said Department at Baltimore.

Church Ollery

Recorded August 18, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632

HAGERSTOWN CIVIL WAR ROUND TABLE, Inc.
Articles of Incorporation.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James Vernon Murfin, whose address is 2329 Appletree Drive, Hagerstown, Maryland, Victor D. Miller, Jr., whose address is 1615 Lauran Road, Hagerstown, Maryland, A. Hilten Bennett, Jr., whose address is Long Meadow Apartment #4G, Hagerstown, Maryland, Theron K. Rinehart, whose address is 1161 Woodland Way, Hagerstown, Maryland, John Grason Steffey, Jr., whose address is 203 South Prospect Street, Hagerstown, Maryland, and Dr. Edward L. Vail, whose address is 1029 Pennsylvania Avenue, Hagerstown, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves together for the purpose of forming a corporation.

SECOND: That the name of the corporation is the Hagerstown Civil War Round Table, Inc.

and the businesses or objects to be carried on and promoted by it are as follows: social and educational, to stimulate interest in all aspects and phases of the Civil War, no part of the net income of which is to inure to the benefit of any individual having a personal or private interest in the activities of the corporation, and no part of the funds of the corporation shall be used to carry on propaganda or activities to influence legislation.

To acquire by purchase, lease, gift, devise or bequest, any property, real, personal or mixed, suitable or fitting for any of the purposes of the Round Table; sell, lease or otherwise dispose of any such property no longer required for the purposes of the Round Table.

To borrow or raise money for any of the purposes of the Round Table and to issue bonds, debentures, notes or other

GEORGE G. SNYDER
ATTORNET-AT-LAW
618 END HATIONAL
BANK BLDG.
NAGERSTOWN, MARYLANG

obligations of any nature and in any manner permitted by law for money borrowed or in payment for property purchased or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust of, the whole or any part of the property of the Round Table, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired; to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations for any of the purposes of the Round Table.

It is the intention, that none of the power defined in any of the aforegoing clauses of this Article 3, shall be in anywise limited or restricted by reference to or inference from, the terms of any other clause, but that the powers defined in each such clause be regarded as independent powers.

It is also the intention that the Round Table shall be authorized to exercise and enjoy all other powers, rights, and privileges granted and conferred upon corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State, now or hereafter enforce except as in this article expressly limited and restricted.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 1161 Woodland Way, Hagerstown, Maryland. The resident agent of the Corporation is Theron K. Rinehart, whose address is 1161 Woodland Way, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually reside therein.

James Vernon Murfin, Victor D. Miller, Jr., A. Hilten Bennett, Jr., Theron K. Rinehart, John Grason Steffey, Jr., and Dr. Edward L. Vail shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of

GEORGE G. SNYDER
ATTORNEY-AT-LAW
612 SND NATIONAL.
BANK BLDG.
IAGERSTOWN, MARYLAND

Directors may be changed in such lawful manner as the by-laws may from time to time provide.

SIXTH: All present members of the Hagerstown Civil War Round Table shall be members of this corporation, additional members of the said Round Table may be elected from time to time in such manner as may be prescribed or authorized by the by-laws.

SEVENTH: The Corporation will have no capital stock.

IN WITNESS WHEREOF, we, have signed these Articles of Incorporation on this /7 day of May A.D. 1961.

Witness:

James Vernon Murfin (SEAL)

Victor D. Miller, 27

A. Hilten Bennett Jr. (SEAL)

Theron K. Ringhart TSEAL
Theyon K. Ringhart

Dr. Edward L. Vail (SEAL)

Sem flylle Sepres 6 Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this / day of May A.D. 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared James Vernon Murfin, Victor D. Miller, Jr., A. Hilten Bennett, Jr., Theron K. Rinehart, John Grason Steffey, Jr., and Dr. Edward L. Vail and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

Notary Public
My Commission Expires: 5/6/1963

ATTORNEY-AT-LAW

612 BND NATIONAL

BANK BLDG.

HAGERSTOWN, MARYLAND

#### ARTICLES OF INCORPORATION

OF

HAGERSTOWN CIVIL WAR BOURD TABLE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 22, 1961 at 9100 o'clock A. M. as in conformity with law and ordered recorded.

A 10241

Recorded in Liber 150 47, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERRIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AB WITNESS my hand and seal of the said Department at Baltimore.

Shalis Martgis

#### CERTIFICATE

We, George A. Rice, Vice President, and Jack C. Guynn, Secretary of AMERICAN FINANCE CORPORATION OF HAGERSTOWN

hereby certify that set forth below is a true and correct copy of the resolution adopted by unanimous vote of the Board of Directors of the Corporation at a regular meeting, duly called and held on April 17, 1961, at which meeting a quorum was present and voted thereon:

RESOLVED, that the location of the principal office of this Corporation within the State of Maryland be and the same hereby is changed from 7209 Hampden Lane, Bethesda, Montgomery County, Maryland, to 15 Summit Avenue, Hagerstown, Washington County, Maryland.

We further certify that the foregoing resolution is in full force and effect at the date hereof.

WITNESS our hands and the seal of the Corporation this 1st day of May, 1961.

Singl G. Pare Vice President

2. 2.

Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

THE RESTANDING OF AMERICAN FINANCE CORPORATION OF HAGERSTOWN SWORES OF THE CONTROL OF THE CONTRO

, at 9:36 A.M.

Folio No. 262 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

Clerk of the Circuit Court of Washington County

AA Nº 791

Recording Fee Paid \$2.00

499

JACOB B. BERKSON

HAGERSTOWN, MARYLAND

REGENT 3 8820 MAY 11, 1961

State Department of Assessments and Taxation 301 West Preston Street Baltimore 1, Maryland

RE: KIDDIE KDOTHES INC.

GENTLEMEN:

At a meeting of the Board of Directors of Kiddie Klothes Inc. held on April 5, 1961 in accordance with the provisions of the charter and by-laws of said corporation, the following Resolution was adopted:

"RESOLVED: THAT THE RESIDENT AGENT OF THE CORPOR-ATION BE JACOB B. BERKSON AND THAT THE DEPARTMENT OF ASSESSMENTS AND TAXATION BE NOTIFIED ACCORDINGLY."

THE ADDRESS OF JACOB B. BERKSON IS 74 WEST WASHINGTON STREET, HAGERSTOWN, MARYLAND. HE IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN. ATTACHED HERETO ISOKIDDIE KLOTHES INC. CHECK IN THE AMOUNT OF \$2.00 FOR CORDING THIS CHANGE.

VERY TRULY YOURS,

DIRECTOR

TEST AS TO CORPORATE SEAL:

JACOB B. BERKSON, SECRETARY

MOTICE OF CHANGE OF RESIDENT ACENT

KIDDIE KLOTHES INC.

, at 9:59 A.M.

Folio No. 252 one of

and recorded in Liber F No. 245 the charter records of the State Department of Assessments and Taxation of Maryland. Clerk of the Circuit Court of Washington County

Nº 796

Recording Fee Paid \$2.00

#### Recorded August 15, 1961 at 12:20 P.M. Liber 10, Receipt No. 188632 CARBAUGH VAN SERVICE, INC.

#### ARTICLES OF REVIVAL

Carbaugh Van Service, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation was forfeited on October 28, 1960, for the non-payment of taxes or for failure to file an annual report with the State Department of Assessments and Taxation of Maryland, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Carbaugh Van Service, Inc.

THIRD: The name by which the Corporation will hereafter be known is Carbaugh Van Service, Inc.

office of the Corporation in the State of Maryland is No. 1105
Woodland Way, Hagerstown, Washington County, Maryland, and said
principal office is located in the same county in which the
principal office of the Corporation was located at the time of
the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are J. Robert Shingleton, No. 1105 Woodland Way, Hagerstown, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on the 5th day of may, A.D., 1961.

Stuart B. Abraham Last Acting President

Albert Donus Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:-

I HEREBY CERTIFY, That on this 5 day of May A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Stuart B. Abraham, the last acting President, and Albert Donus, the last acting Secretary of Carbaugh Van Service, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Notarial Seal, the day and year last above written.

Shirley I. Shaw Notary Public My Commission Expires: May 6, 1963 STATE OF ME COUNTY RECEIVED FOR MECONING FOR

ARTICLES OF REVIVAL

OF

CARRAGGE VAN SERVICE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 10, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10058

Recorded in Liber #247, folio 75, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Special Fee Bylyy/pt/pa/d \$ 25-00 Recording fee paid \$ 10.00 ......

To the clerk of the

Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Markir Britis

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

#### ARTICLES OF REVIVAL

VALLEY STREAM COUNTRY CLUB, INC., a Maryland corporation having its principal office in Montgomery County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, that:

FIRST: The charter of the Corporation was forfeited on October 28, 1960, for the non-payment of taxes or for failure to file an annual report with STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Valley Stream Country Club, Inc.

THIRD: The name by which the Corporation will hereafter be known is Valley Stream Country Club, Inc.

- FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is New Columbia Pike and Blackburn Road, Burtonsville, Montgomery County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.
- (b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Samuel J. Gerlitz, 6805 Laverock Court, Bethesda, Montgomery County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival,

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited:
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes: and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on May 25, 1961.

David L. Davidson Last Acting President

Herbert L. Davidson

County of Dongsoney, so:

I HEREEN CERTIFY that on 25th day of May, 1961, before me,
the subscriber, a notary public of the State of December in and
for the County of December, personally appeared Carnel County
the last acting President and Alchert for County of the last acting
Secretary of Valley Stream County Club, Inc., a Maryland corporation, and
severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and notarial seal, the day end year last above written.

Flora M

ARTICLES OF REVIVAL

VALLEY STREAM COUNTRY CLUB, ING.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

10652

Recorded in Liber 7552 , folio 813 Tone of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Special Fee

Bhowk/wh/phid \$ 5.00 Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon. has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

121 Coffman Avenue Hagerstown, Maryland

JUNE 1. 1961

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 301 WEST PRESTON STREET BALTIMORE 1, MARYLAND

RE: MB ENTERPRISES INC.

GENTLEMEN:

AT A MEETING OF THE BOARD OF DIRECTORS OF MB ENTER-PRISES INC. HELD ON JUNE 1, 1961 IN ACCORDANCE WITH THE PROVISIONS OF THE CHARTER AND BY-LAWS OF SAID CORPORATION, THE FOLLOWING RESOLUTION WAS ADOPTED:

"RESOLVED: That the post office address of the principal office of the corporation in this State is 121 Coffman Avenue, Hagerstown, Maryland. The resident agent of the corporation is Thomas C. Blickenstaff whose post office tadress is 121 Coffman Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FURTHER RESOLVED: THAT THE DEPARTMENT OF ASSESSMENTS AND TAXATION BE NOTIFIED ACCORDINGLY."

ATTACHED HERETO IS THOMAS C. BLICKENSTAFF'S CHECK IN THE AMOUNT OF \$4.00 FOR RECORDING THIS CHANGE.

VERY TRULY YOURS,

MB ENTERPRISES INC.

BY Thomas C. Blibanstay

ATTEST AS TO CORPORATE SEAL:

Florence B. Blickenstaff

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND CHANGE OF RESIDENT AGENT

OF

MB ENTERPRISES INC.

received for record June 16, 1961

and recorded in Liber F No. 2, 3

the charter records of the State Department of Assessments and Principles of Mary Band

Clerk of the Circuit Court of Washington County

AA Nº 845

Recording Fee Paid \$2.00

# Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

#### ARTICLES OF INCORPORATION

### THIS IS TO CERTIFY:

FIRST: That we, the subscribers, whose names and post office addresse	:8
are: John Sterliper, Route 1, Boonshoro, Maryland	
James Haney, Jr., Route 3, Hagerstown, Maryland	
Donald Bowers, Route 1. Fairplay, Maryland	
Harvey Shank, Route 3, Hagerstown, Maryland	
all in Washington County, and each of whom is at least 21 years of age, do	
under and by virtue of the General Laws of the State of Maryland authorizing	
the formation of corporations, associate ourselves with the intention of	
forming a corporation by the execution and filing of these Articles.	
SECOND: That the name of the Corporation, which is hereinafter called	
the "Corporation" is: District Twelve Ruritan Club, Inc.	
THIRD: That the purposes for which the Corporation is formed and the	
business and objects to be carried on and promoted by it are as follows:	
(a) To organize and operate an association exclusively for social,	
education and charitable purposes, no part of the net income of which is to	
inure to the benefit of any member or other individual:	

- (b) To promote among its members fellowship and goodwill;
- (c) To unify the efforts of individuals and institutions in the community in making it a better place in which to live;
- (d) To promote those agencies in the community that contribute directly to the progress of the community;
  - (e) To inspire each other to higher effort;
- (f) To encourage and foster the ideal of service as the basis of all worthy enterprise;
- (g) To raise the necessary funds for carrying out the objects of this Corporation by soliciting contributions, fees, or dues, borrowing money and issuing notes, bonds, or other evidence of such indebtedness, and execution of mortgages, deed of trusts, or other instruments, for the purpose of securing the repayment of any such indebtedness;
- (h) To enter into any contract or agreement that will further the objects of this Corporation;

(i) To purchase, lease, acquire by gift or devise, any real, personal or mixed property, for the use of the Corporation in carrying out the objects of the Corporation;

That the aforegoing objects and purposes are in no wise intended to limit the powers of this Corporation; the Corporation shall have all powers and privileges and shall be subjected to all the limitations and provisions provided by the General Laws of Maryland, authorizing the formation of Corporations, and that the enumeration of the aforesaid powers is not intended to be exclusive or to act as a waiver of any other powers, rights, or privileges granted by the laws of the State of Maryland, now or hereinafter in force.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The Corporation shall have <u>four</u> directors and <u>Malter Rowers</u>, Houte 1, Fairplay, Maryland, Charles Barkdoll, Route 3, Hagerstown, Waryland, Edwin Eakle, Route 1, Boonshorn, <u>Maryland and Josephus Fritz</u>, 14 West Wilson Blvd., Hagerstown, Md. shall act as such until the first annual meeting or until their successors are duly chosen and qualify. The number of Directors may be changed from time to time by a majority vote of the members present at the annual meeting of the Corporation.

SEVENTH: The first officers of the Corporation shall be:

President - John Starliner

Vice President - James Haney, Jr.

Secretary - Donald Bowers

Treasurer - Harvey Shank

and they shall continue to serve in their respective capacity until their successors are duly chosen and qualified.

EIGHTH: The Board of Directors of this Corporation shall have the

power to enact and adopt By-Laws and provide therein for the manner of exercising any and all powers of this Corporation. The By-Laws may be amended at any time by a majority vote of the Board of Directors.

IN WITNESS WHERE	OF, we have sig	med these Articles of Incorporation	n,
this <u>20</u> day of	June	, 196 <u>l</u> .	
WITNESS:		1 0 1.	
Josephus C-7	nd	John Starliper	(Seal)
David Start		James Thaney or James Haney, Jr.  Donald Bowers  Bonald Bowers	(Seal) (Seal)
James 13.	Jour	Harvey Shank	(Seal)
STATE OF MARYLAND			
COUNTY OF WASHINGTON )			
before me, the subscrib	er, a Notary Pu	day of <u>June</u> , blic, duly commissioned and qualification, personally appeared John	196 <u>l</u> ,
		onald Bowers and Harvey Shank	
and duly acknowledged th	ne aforegoing A	rticles of Incorporation to be thei	
respective act and deed.			
WITNESS my hand an	d Notarial Seal	1.	
		Howell C. Happ  Notary Public in and for Washington	on.
TARL		County, Maryland	

Prepared by Howell C. Happ, Attorney, Gapland, Maryland

### ARTICLES OF INCORPORATION

DISTRICT TWELVE RURTTAN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

## **A** 10757

Recorded in Liber, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ ....20.00 Recording fee paid \$ ....10.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

#### ARTICLES OF INCORPORATION

01

DAGMAR HALL, INC.

THIS IS TO CERTIFY:

post office address is 50 Summit Avenue, Hagerstown, Maryland;
Mildred F. Litton, whose post office address is 50 Summit Avenue,
Hagerstown, Maryland; and Earl J. Smith, whose post office address
is 66 West Antietam Street, Hagerstown, Maryland, all being at
least twenty-one years of age, do under and by virtue of the
General Laws of the State of Maryland authorizing the formation of
corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

"DAGMAR HALL, INC."

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To purchase, lease or otherwise acquire real property in the City of Hagerstown, Maryland, or elsewhere; to erect thereon hotels, dormitories, school buildings, places of business, restaurants, stores, nursing and convalescent homes, apartment and office buildings, rooming and boarding houses, houses, motels, garages, gas service stations or other buildings, to remodel buildings for said purposes, and to hold, develop, improve, remodel, mortgage, sell, lease, exchange, let, or in any manner encumber or dispose of said real property wherever situated; to own, lease, manage, conduct, carry on, and operate hotels, dormitories, restaurants, places of business, stores, nursing and convalescent homes, apartment and office buildings, rooming and boarding houses, houses, motels, garages, gas service stations, barbershops, bowling alleys, real estate and insurance offices, brokerage

offices, parking lots, drug stores, news, candy, tobacco, lunch and coffee rooms, sundry stores, and places of business, and all adjuncts and accessories thereto in the City of Hagerstown or elsewhere; to do and perform any and all things for the care, welfare, comfort, convenience, pleasure, entertainment, and amusement of students, guests, oustomers, clients and other persons in said hotels, dormitories, school buildings, apartment and office buildings, rooming and boarding houses, motels, stores, nursing and convalescent homes, garages, restaurants, barbershops, bowling alleys, real estate and insurance offices, brokerage offices, and parking lots; to advertise and promote the business and good-will and the registering of guests, students, customers, clients and other persons in the same; to own the stocks and bonds of other corporations and particularly in corporations engaged in buying, selling and leasing hotels, dormitories, schools, houses, apartment and office buildings, and in operating and managing the same; and generally to do any and all things necessary, pertinent, or convenient to the powers herein and hereby conferred.

- (b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will,

franchises, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorised to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds, or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

- (h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (i) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (j) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America, and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 50 Summit Avenue, Hagerstown, Maryland. The resident agent of the Corporation is D. Newton Litton, whose post office address is 50 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) per share, all of which shares are of one class, are designated common stock, and shall have voting powers. The aggregate par value of all shares having par value is Five Hundred Thousand (\$500,000.00) Dollars.

Shareholders desiring to sell their stock must first offer in writing the same to the other stockholders of record and to the Corporation at the price at which they could sell it to a stranger and then must wait for a period of thirty (30) days after written notice of said offer has been received by the stockholders of record and the Corporation before they can sell or transfer their stock to outsiders.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are D. Newton Litton, Mildred F. Litten and Earl J. Smith.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

empowered to authorise the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorised, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorised, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITHESS WHEREOF, We have signed these Articles of Incorporation on the 16 th day of June, A.D. 1961.

D. Newton Litton (SEAL)

Mildred F. Litton (SEAL)

WITNESS:

Barbara Ann Wiebel

Early-Smith
Early. Smith

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this lexted of June, A.D. 1961, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared D. Newton Litton, Mildred F. Litton and Earl J. Smith, and severally acknowledged the aforegoing Articles of Incorporation to be their act and that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: May 6, 1963.

Barkera Ann Wiebel - Netary Public

ARTICLES OF INCOMPORATION

OF

DAGMAR HALL, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 19, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 10659

Recorded in Liber 52, folios 44, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 100,00 .......Recording fee paid \$ 12,00 ........

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

A Madeland Marine Marine

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114
THRIFT DEPARTMENT STORE, INC.

### ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Martin Fleisher, whose post office address is Ravenwood Heights, Hagerstown, Maryland, and Alvin Katz, whose post office address is 5955 North Leithgow Street, Philadelphia, Pennsylvania, and Allen Colman, whose post office address is 17 West Chase Street, Baltimore, Maryland, each being at least twenty-one-years of age, do hereby associate ourselves as incorporators, with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called "Corporation"), is: THRIFT DEPARTMENT STORE, INC.

THIRD: The purposes for which the corporation is formed are as follows:

- 1. To carry on a general mercantile or merchandise business, and to purchase, sell and deal in goods, supplies and merchandise as are or may be sold in a general store.
- 2. To manufacture, purchase, sell and otherwise deal in ladies wearing apparel of every kind and character, including coats, dresses, suits, lingerie, furs, millinery, shoes, and accessories of every description.
- To manufacture, buy, sell and deal in ladies, misses
   and childrens wearing apparel of all kinds and descriptions.
- 4. To manufacture and sell as custom tailors wearing apparel for men and women.
- 5. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, employ and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person.

firm, association or corporation.

- 6. To engage in and carry on any other business which may coveniently be connected in conjunction with any of the business of the corporation.
- 7. To buy, sell, deal in and improve, real estate wheresoever situate and fixtures and personal property incident thereto and connected therewith; to acquire by purchase, lease, hire, or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same; to sell, lease, mortgage, pledge or otherwise dispose of the lands or other property of the Corporation absolutely or upon condition.
- 8. To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters papent of the United States or of any foreign country, as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Borporation.
- 9. To carry on any other business in connection therewith which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them or to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights, not contrary to the Laws of the State of Maryland. The said Corporation shall enjoy and exercise all the powers and rights conveyed by statute upon the Corporation and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the General Powers conferred by law.

FOURTH: The post office address of the principal office of the Corporation in this State is: #20 Public Sq., Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is: Martin Fleisher, Ravenwood

Heights, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand \$5,000) shares of the par value of Ten (\$10.00) Dollars a share, all of one class, and having an aggregate par value of Fifty Thousand (\$50,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Martin Fleisher, Alvin Katz and Allen Colman.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual. IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 62 day of april

WITNESS:

Martin Fleisher

Alvin Katz

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit: I HEREBY CERTIFY, That on this 6 day of April before me, the subscriber, a Notary Public in and for the State and County aforesaid, pessonally appeared Martin Fleisher, and acknowledged the foregoing Articles of Incorporation to be his act WITNESS my hand and Notarial Seal the day and year last above My commission expires: May 1.1961 STATE OF PENNSYLVANIA, CITY OF PHILADELPHIA, to-wit: before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Alvin Katz, and acknowledged the foregoing Articles of Incorporation to be his act. WITNESS my hand and Notarial Seal the day and year last above written. My commission expires: Notary Public STATE OF MARYLAND, CITY OF BALTIMORE, to-wit: I HEREBY CERTIFY, That on this 144 day of June before me, the subscriber, a Notary Public in and for the State and Genty aforesaid, personally appeared Allen Colman, and acknowledged the foregoing Articles of Incorparation to be his act. WITNESS my hand and Notarial Seal the day and year last above

Notary Public

vritten.

#### ARTICLES OF INCORPORATION

OF.

THRIFT DEPARTMENT STORE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 19, 1961 at 9:00 e'clock A. M. as in conformity with law and ordered recorded.

# A 10694

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

WILSON RURITAN CLUB, INC. ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles R. Kelley, whose post office address is Houte #1, Clear Spring, Maryland, James Draper, Jr., whose post office address is Houte #5, Hagerstown, Maryland, Hobert K. Firey, Jr., whose post office address is Houte #1, Clear Spring, Maryland and Wilbur G. Sprecher, whose post office address is Houte #2, Hagerstown, Maryland, all in Washington County, Maryland, and each of whom is at least 21 years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these Articles:

SECOND: That the name of the Corporation which is herein after the "Corporation" is: WILSON RURITAN CLUB. INC.:

THIRD: That the purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- (a) To organize and operate an association exclusively for social, education and charitable purposes, no part of the net income of which is to inure to the benefit of any member or other individual;
  - (b) To promote among its members fellowship and goodwill;
- (c) To unify the efforts of individuals and institutions in the community in making it a better place in which to live;
- (d) To promote those agencies in the community that contribute directly to the progress of the community;
  - (e) To inspire each other to higher effort;
- (f) To encourage and foster the ideal of service as the basis of all worthy enterprise;
- (g) To raise the necessary funds for carrying out the objects of this Corporation by soliciting contributions, fees, or dues, borrowing money and issuing notes, bonds, or other evidence of such

indebtedness, and execution of mortgages, deed of trusts, or other instruments, for the purpose of securing the repayment of any such indebtedness:

- (h) To enter into any contract or agreement that will further the objects of this Corporation:
- (i) To purchase, lease, acquire by gift or devise, any real, personal or mixed property, for the use of the Corporation in carrying out the objects of the Corporation:

That the aforegoing objects and purposes are in no wise intended to limit the powers of this Corporation: the Corporation shall have all powers and privileges and shall be subjected to all the limitations and provisions provided by the General Laws of Maryland, authorizing the formation of Corporations, and that the enumeration of the aforesaid powers is not intended to be exclusive or to act as a waiver of any other powers, rights, or privileges granted by the laws of the State of Maryland, now or hereinafter in force.

TOURTH: The post office address of the principal office of WASHINGTON COUNTY this Corporation in this State is Wilson, Maryland. The resident agent of the Corporation is Charles R. Kelley, whose post office address is Route 1, Clear Spring, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The Corporation shall have four directors and Earl Straley, James Draper, Sr., Henry Whittington and John E. Grove shall act as such until the first annual meeting or until their successors are duly chosen and qualify. The number of Directors may be changed from time to time by a majority vote of the members present at the annual meeting of the Corporation.

SRVENTH: The first officers of the Corporation shall be: Charles R. Kelley, President, James Draper, Jr., Vice-President, Robert K. Firey, Jr., Secretary and Wilbur G. Sprecher, Treasurer and they shall continue to serve in their respective capacity until their successors are duly chosen and qualified.

EIGHTH: The Board of Directors of this Corporation shall have the power to enact and adopt By-Laws and provide therein for the manner of exercising any and all powers of this Corporation. The By-Laws may be amended at any time by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 4th day of April, 1961.

WITHESS:

Phpiple

Loffishle

THE STATE OF MARYLAND

COUNTY OF WASHINGTON

Charles R. Holley (See 1)

James Dray fr. (See 1)

Robert K. Firey Jr. (See 1)

William & Aprelia (See 1)

I hereby certify that on this 4th day of April, 1961, before me, the subscriber, a Kotary Fublic, duly commissioned and qualified, in and for the State and County aforesaid, personally appeared Charles R. Kelley, James Draper, Jr., Robert L. Pirey, Jr. and Wilbur G. Sprecher, and duly acknowledged the aforegoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Noterial Seal.

Howell C. Hall, Amotary public in and for Washington County, Md.

ARTICLES OF INCORPORATION

OF

WILSON RURITAN CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 15, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

### A 10626

Recorded in Liver , folio 252 one of the Charter Records of the State partment of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00.......Recording fee paid \$......10.00.....

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Jack Marty e

Recorded September 7, 1961 at 8:54 A.M. Liber 10. Receipt No. 18911

HUNTER HILLS, INCORPORATED

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Paul Ottinger, whose postoffice address is 42 Jonathan Street, Hagerstown, Maryland, Irving M. Einbinder, whose post office address is 42 Jonathan Street, Hagerstown, Maryland, and Joanne Snyder, whose post office address is 42 Jonathan Street, Hagerstown, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is

HUNTER HILLS, INCORPORATED

THIRD: The purposes for which the Corporation is formed are as follows:

To take, buy, purchase, exchange, hire, lease or otherwise acquire, real estate and property, either improved or unimproved, and any interest or right therein, and to own, hold, control, maintain, manage and develop the same in any state of the United States.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hire or acquired under the General Corporation Law of the State of Maryland.

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock of any corporation, and and all kinds of buildings, houses, apartment houses, hotels, breweries, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary

useful or advantageous in the judgment of the board of directors for the purposes of the corporation and which can lawfully be done under the General Corporation Law.

To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge, or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels, real, and other property of the company, real and personal, and wheresoever situate, and any and all legal and equitable rights therein.

To transact the business of buying and selling, dealing in, leasing, renting and managing real estate and any interest therein for its own account as agent or broker, or upon commission.

To purchase, sell and manufacture, and deal in building materials and goods, wares and merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, sale, ownership, construction, maintenance and management of real property.

To acquire by purchase or construction or both and to own, maintain, finance and operate one or more water transmission and distribution systems, and one or more sewage transmission and disposal systems.

To borrow money, with or without pledge of or mortgage upon all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal and real property, or on either of them.

To buy, sell and deal in, with or without guaranty of payment thereof, bonds and mortgages and other like securities and other kinds of properties whether real or personal, not prohibited or specially excepted by any law, and to do and prosecute any acts and things incident to or proper in connection with the carrying on of the business of this company.

To purchase, acquire, hold, sell, assign, and transfer, mortgage, pledge, and otherwise dispose of the shares of the capital stock, bonds debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights, and privileges of ownership, including the right to vote thereon.

To purchase or otherwise acquire, undertake, carry on, improve and develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association, or corporation carrying on any kind of business the same as or of a similar nature to that which this Corporation is authorized to carry on pursuant to the provision s of this certificate.

To do all such acts and things as are conducive to the premises. And this Corporation shall have the power to conduct its business in all its branches in the State of Maryland and any other state or states of the United States and ultimately to hold, purchase, mortgage, lease, convey, manage and control, real and personal property therein as above provided and generally to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the objects for which the company is formed.

To distribute its income to corporations, and any community chest fund or foundation, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation,

but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the principal office of the Corporation in this State is 42 Jonathan Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Paul Ottinger, 42 Jonathan Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Thous and (2,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Paul Ottinger, Irving M. Einbinder and Joanne Snyder.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The board of directors of the Corporationis hereby empowered to authorize the issuance from time to time of shares of its stock or any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

The board of directors of the Corporation is hereby empowered to authorize the issuance of Seven Hundred Twenty (720) full paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) a share for the following consider-

ation, the value of which consideration is hereby stated to be not less than Seventy-two Thousand Dollars (\$72,000.00), namely:

A portion of a farm, consisting of 72 acres more or less, located on both sides of the Leitersburg Pike in Washington County, Maryland, about one mile north of the city limits of Hagerstown now owned by Grace E. Warren, Executrix of the Estate of Hunter B. Cunningham.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on June \ , 1961.

WITNESS:

Virginya B. Ritz

Paul Ottinger

Irving M. Einbinder

Joanne Snyder

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on June , 1961, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Paul Ottinger, Irving M. Einbinder, and Joanne Snyder and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal, the day and year last

Virginia B. Ritz Notary Public

My Commission Expires: 5/6/63



approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1961 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10500

Recorded in Liber , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

# Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

#### NATIONWIDE HOMES OF SALISBURY, INCORPORATED

#### ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Ralph C. Lester, whose post office address is Dan Lee Terrace, Martinsville, Virginia, Earle W. Greene, whose post office address is 3710 Chop Lane, Roanoke, Virginia, and George W. Coleman, whose post office address is Route 2, Martinsville, Va., each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtie of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

#### NATIONWIDE HOMES OF SALISBURY, INCORPORATED

THIRD: The purpose for which the Corporation is formed and the business or objects to be carried on by it are as follows:

- To carry on and conduct, directly or indirectly, a general
  construction business, including the construction of all types of structures,
  residential, industrial or commercial and to engage in all activities directly
  or indirectly helpful in effectively carrying on such general construction business.
- To buy, sell, hold or develop real estate for residential, industrial and commercial purposes and to mortgage, lease, improve, invest and generally deal in real estate wheresoever situated.
- 3. To equip, operate, lease, rent, hire and manage real estate of every kind and description.
- h. To engage in demolition, excavation, landscaping, paving, plumbing, electrical work or fabricating of materials and supplies and generally to carry on or conduct directly or indirectly any businesses or activities which can be advantageously carried on in conjunction with or incidental to any of the matters herein mentioned.
- 5. To borrow and lend money in furtherance of the business including and executing necessary documents to secure obligations of the Corporation.

FOURTH: The post office address of the principal office of the Corporation is Box 306, Collinsville, Virginia. The name and post office address of the resident agent of the Corporation in the State of Maryland is Evan Crossley, 130 W. Washington Street, Hagerstown, Maryland, and the said resident agent is a citizen of the State of Maryland, and actually resides therein, and the principal office of the Corporation in the State of Maryland is 130 W. Washington Street, Hagerstown, Maryland.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) per value, divided into 200,000 shares of the par value of Fifty Cents each.

SIXTH: The number of Directors of the Corporation shall be three (5) which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Ralph C. Lester, Earle W. Greene and George W. Coleman.

SEVENTH: The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized. The Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its capital stock for cash or for such consideration as the Board of Directors shall consider advisable and for this purpose the Board of Directors shall have the power to determine the actual value of the property, services or other consideration for which the stock is to be issued.

ETGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this

9th day of May	. 1961.	
WI THESS:	MayDesta	(SEAL)
Obeain	Diph Legiter	(SEAL)
Bellie Frick	Sarle W. Greene	
	George W. Coleman	(SEAL)

STATE OF VIRGINIA, COUNTY OF Alexang : 35,

I HEREBI CERTIFY, that on this //w day of May, 1961, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Relph C. Lester, Earle W. Greene and George W. Coleman and severally acknowledged the aforegoing Articles of Incorporation to be their act.

Canaly Dinghield Notary Public Notary Public Notary Public No. 8, 1964

ARTICLES OF INCORPORATION

of

NATIONWIDE HOMES OF SALISBURY, INCORPO

of Maryland June 12, 1961 at 9:00 o'clock A Miles in conformity with law and ordered recorded.

A 10598

Recorded in Liber 75, folio 72, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the

Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

HUNTER HILL INN, INCORPORATED
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Paul Ottinger, whose post office address is 42 Jonathan Street, Hagerstown, Maryland, Irving M. Einbinder, whose post office address is 42 Jonathan Street, Hagerstown, Maryland, and Joanne Snyder, whose post office address is 42 Jonathan Street, Hagerstown, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is

HUNTER HILL INN, INCORPORATED

THIRD: The purposes for which the Corporation is formed are as follows:

To construct, own, buy, sell, lease, equip and operate hotels, motels, apartment houses, restaurants, cafes, theatres, amusement parks and amusement enterprises of all kinds; to manufacture, grow, compound, create and generally deal in all kinds of food, food stuffs and food products; to manufacture, purchase, sell and generally deal in hotel and restaurant equipment and supplies of all kinds and to manufacture, own, operate and generally deal in and with all kinds of facilities and appurtenances convenient, desirable or necessary in the conduct and operation of the foregoing.

To own, conduct, operate, maintain and carry on the business of tavern and restaurant, and to sell and dispense food, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said business.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in no wise limited or restricted by reference to, or inference from, the terms of any

other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the principal office of the Corporation in this State is 42 Jonathan Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State are Paul Ottinger, 42 Jonathan Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Two Thousand (2,000) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Paul Ottinger, Irving M. Einbinder and Joanne Snyder.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

The board of directors of the Corporation is hereby empowered to authorize the issuance of One Hundred Fifty (150) full paid and non-assessable shares of the par value of One Hundred Dollars (\$100.00) a share for the following consideration, the value of which consideration is hereby stated to be not less

than Fifteen Thousand Dollars (\$15,000.00) namely:

A stone farm house with adjacent land, not to exceed five acres, on the northwest side of the Leitersburg Pike in Washington County, Maryland, a bout one mile north of thecity limits of Hagerstown now owned by Grace E. Warren, Executrix of the Estate of Hunter B. Cunningham.

EIGHTH: The duration of the Corporation shall be perpetual.
IN WITNESS WHEREOF, we have signed these Articles of
Incorporation on June \otimes, 1961.

WITNESS:

Virginia B. Ritz

Paul Ottinger

Irving M. Einbinder

Joanne Snyder

STATE OF MARYTAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on June 1 1, 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Paul Ottinger, Irving M. Einbinder and Joanne Snyder and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last

Nirginia B. Kitz Notary Public

ty Commission Expires: 5/6/63

OF

HUNTER HILL INN, INCORPORATE

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1961 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10499

Recorded in Liber 5, folio 43, one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

Court of

Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

OF

PATIO POOL CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ETTORE A. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, RICHARD G. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, and ROBERT E. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

PATIO POOL CLUB, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To conduct, maintain, and operate the business of amusement, entertainment, and recreation of the public, including the furnishing of any and all facilities for swimming, dancing, music, games of skill, athletic, and other contests, and exhibitions of every nature, for participation by the public and otherwise; to charge admission fees, rates, rentals, and other forms of remuneration for so doing; and to do and transact all business properly connected with or incidental to any or all of the objects and purposes.
- (b) To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottles, cans, kegs or containers of every kind or description.
- (c) To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
- (d) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions and to generally deal in groceries and grocery products.
- (e) To manufacture, purchase or otherwise acquire, hold, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (f) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
  - (g) To carry on and transact, for itself or for account of

of every description.

(h) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. Corporation or otherwise.

- (i) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (j) To purchase or otherwise acquire, hold and reissue shares of its capital stock, and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of anysuch shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (k) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (1) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise

dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (m) To carry on any of the businesses hereinbefore for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (n) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries. America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit correstrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 431 Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is ETTORE A. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are ETTORE A. VIDONI, RICHARD G. VIDONI AND ROBERT E. VIDONI.

IN WITNESS WHEREOF, we, ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI, being all of the incorporators herein above named have hereunto set our respective hands and seals this 29 C. day of May, 1961.

(SEAL) Ettore A. Vidoni

MIMINESS:

SEAL Richard G. Vidoni

(SEAL)

Robert E. Vidoni

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last

Notary Public

Commission Expires: 5/16/63

OF

PATIO POOL CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 1, 1961 at 12:07 o'clock P. M. as in conformity with law and ordered recorded.

## A 10472

Recorded in Liber 3, folio 36 one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Sask Allay

OF

VIDONI, INC.

### THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ETTORE A.VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, RICHARD G. VIDOWI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, and ROBERT E. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

### VIDONI, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

- (a) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy, and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.
- (b) To engage in the on-sale dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise, acquire restaurants and taverns, and to own, hold, lease, rent or sell such business or businesses.
- (c) To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcohlic, in bottles, cans, kegs, or containers of every kind or description.
- (d) To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
- (e) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions and to generally deal in groceries and grocery products.
- (f) To manufacture, purchase, or otherwise acquire, hold, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (g) To purchase, lease, or otherwise acquire, hold, develop improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.
- (h) To carry on andtransact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

- (i) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, 54 franchises and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying onor having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (j) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
- (k) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bondsor other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (1) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (m) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment

thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

- (n) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (o) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitation relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is 431 Dual Highway, Hagerstown, Maryland, The resident agent of the Corporation is ETTORE A. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI.

IN WITNESS WHEREOF, we, ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI, being all the incorporators herein above named have hereunto set our respective hands and seals this 29 day of \_\_\_\_\_\_\_, 1961.

WIINESS:

Ettore A. Vidoni

(SEAL

**WITNESS:** 

(SEAL) Richard G. Vidoni

When E. Vidon Robert E. Vidoni

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of May 1961, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI and severally acknowledged the aforegoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last

Notary Public

Formission Expires: 5/6/63

OF

VIDONT, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 1, 1961 at 12:10 o'clock P. M. as in conformity with law and ordered recorded.

A 10473

Recorded in Liber , folio , folio , one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....20.00......Recording fee paid \$.....10.00.......

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Milled Milled Milled Strategy

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 18911

ARTICLES OF INCORPORATION

CAPRI, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ETTORE A. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, RICHARD G. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, and ROBERT E. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles. articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is:

### CAPRI, INC.

THIRD: The purposes for which the Corporation is formed are

- THIRD: The purposes for which the Corporation is formed are as follows:

  (a) To engage generally in the motel business and related businesses; To plan, design, and construct buildings for motel purposes and to buy, sell, and acquire the same; to operate, conduct, and carry on the motel business for the accommodations necessary or desirable to accomplish such purposes; To conduct and carry on the business of providing meals and food for the general public, and buying and selling any and all other things necessary or desirable in connection with the operation of a motel business; To undertake and carry on any business transaction or operation commonly undertaken or carried on by motel operators and generally to institute, enter into, assist, promote, and participate in any such business or operation.
- (b) To purchase, improve, develop, lease, exchange, sell, dispose of, and otherwise deal in and turn to account, real estate; to purchase, lease, build, construct, erect, occupy and manage buildings of every kind and character whatsoever; to finance the purchase, improvement, development, and construction of land and buildings belonging to or to be acquired by this company, or any other person, firm, or corporation.
- (c) To buy and sell, wholesale or retail, any and every type of beverage, alcoholic or non-alcoholic, in bottles, cans, kegs, or containers of every kind or description.
- (d) To bottle, package, blend or otherwise process and manufacture beverages of every kind and description.
- (e) To merchandise, sell, offer for sale, and distribute wholesale and retail, foods and foodstuffs of all kinds and criptions and to generally deal in groceries and grocery

products.

- (f) To manufacture, purchase or otherwise acquire, hold, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.
- (g) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in anymanner encumber or dispose of real property wherever situated.
- (h) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.
- (i) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises, and assets of every kind, of any corporation, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.
- (j) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, license, trade marks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses inrespect of, sell and otherwise turn to account, the same.
- (k) To purchase or otherwise acquire, hold and reissue shares of its capital stock; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.
- (1) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, securities or other evidences of indebtedness created or issued by any such other corporation or association.

- (M) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contracts rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.
- (n) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.
- (c) To carry out all or any part of the aforesaid purposes, and to conduct its business inall or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporatin by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH; The postoffice address of the principal office of the Corporation in this State is 431 Dual Highway, Hagerstown, Maryland. The resident agent of the Corporation is ETTORE A. VIDONI, whose postoffice address is 431 Dual Highway, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI.

IN WITNESS WHEREOF, we, ETTORE A. VIDONI, RICHARD G. VIDONI, and ROBERT E. VIDONI, being all the incorporators herein

above named have hereunto s	et our respective hands and seals this
7	64
	Ettore A. Vidoni (SEAL)
	Richard G. Vidoni (SEAL)
WITNESS:	
Joanne Dryder	Robert E. Vidoni (SEAL)
0	
STATE OF MARYLAND, WASHINGT	ON COUNTY, to-wit:
I HEREBY CERTIFY that on this 2 at day of May, 1961 before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared ETTORE A. VIDONI, RICHARD G. VIDONI and ROBERT E. VIDONI, and severally acknowledged the aforegoing Articles of Incorporation to be their act.  WI TNESS my hand and Notarial Seal the day and year last above written.	
above written.	
My Commission Expires: 5/6/	Joanne Dnyder
ARDOVE Written.	Joanne Dnyder

OF CAPRI, INC.

approved and received for record by the State Department of Assessments and Taxation

of Maryland June 1, 1961

at 12:10 o'clock P. M. as in conformity

with law and ordered recorded.

# A 10474

Recorded in Liber , folio 546 one of the Charter Records of the State

Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......20.00.....Recording fee paid \$......10.00......

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded September 8, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

MULLENDORE-FREED FOUNDATION, INC.

### ARTICLES OF AMENDMENT

Mullendore-Freed Foundation, Inc., a Maryland corporation, having its principal office in Washington County, Maryland, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out paragraphs 6, 7, 8, and 9 of Article THIRD of the Articles of Incorporation and inserting in lieu thereof the following:

charitable, benevolent, scientific, literary, and educational purposes and to carry on such activities as may be incident to the furtherance of the aforesaid objects or any of them, and in connection therewith and merely as an incident thereto to make investments and reinvestments in real and personal property; and that no part of its net earnings shall enure to the benefit of any private shareholder or individual, and that no part of its activities shall be used in carrying on propaganda or attempting to influence legislation, and that it will not participate in, or otherwise intervene in any political campaign on behalf of any candidate for public office.

SECOND: The amendment to the charter of the Corporation herein made was approved by the unanimous vote of the entire Board of Directors of the Corporation at a meeting duly convened and held on the 3/2/2 day of May, A.D., 1961, and that the Corporation has no capital stock outstanding or authorized.

IN WITNESS WHEREOF, Mullendore-Freed Foundation, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 31 at day of May, A.D., 1961.

MULLENDORE-FREED FOUNDATION, INC.,

(CORP, SEAL)

By J. Lee Mullendore, President.

ATTEST:

Barbara Susan Freed, Secretary. STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

May, A.D., 1961, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared J. Lee Mullendore, President of Mullendore-Freed Foundation, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Barbara Susan Freed and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal, the day and year last above written.

Elmer G. Miller
Notary Public.

MULLENDORE-FREED FOUNDATION, INC

approved and received for record by the State Department of Assessments and Taxation

of Maryland June 2, 1961

at 9:00 o'clock A. M. as in conformity

with law and ordered recorded.

## 10489

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$......10.00...

To the clerk of the Circuit

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

GRAY & PLANT BURGER CHEF, INC.

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Charter of Gray & Plant Burger Chef, Inc., a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation), is hereby amended by striking out the name of Gray & Plant Burger Chef, Inc. of the Articles of Incorporation and inserting in lieu thereof the following:

"JACK'S BURGER CHEF, INC"

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on June 6,1961, at 10:00 A. M. duly advised the amendment of the Charter of the Corporation hereinabove set forth by passing a resolution declaring that the said amendment is advisable and calling a meeting of the stockholders to take action thereon.

THIRD: That the meeting of the stockholders of the Corporation, called by the Board of Directors of the Corporation, as aforesaid, was held at Hagerstown, Maryland, on June 6, 1961, at 11:00 o'clock A. M., pursuant to a Waiver of Notice duly executed and filed with the records of the meetins, and that at said meeting the stockholders, by the affirmative vote of the holders of two-thirds of the shares of outstanding stock of the Corporation entitled to vote, duly adopted the Amendment of the Charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, Gray & Plant Burger Chef, Inc. has caused these presents to be signed in its name and on its behalf by its president, and its corporate seal to be hereto affixed, and attested by its Secretary, on June 6, 1961.

BATTEST AS TO CORPORATE SEAL:

Frances M. Gray, Secretary

GRAY & PLANT BURGER CHEF. INC

y: John N

JOHN H. GRAY, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this oth day of June, 1961 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Gray, President of Gray & Plant Burger Chef, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Frances M. Gray, and made oath in due form of law that she was Secretary of the meeting of stockholders of the Corporation at which time the Amendment of the Charter of the Corporation therein set forth was adopted, and that the matters and facts set forth in said Articles of Amendment are true and correct.

WITNESS my hand and Notarial on the day and year above written.

Notary Juby ic

ARTICLES OF AMENDMENT

GRAY & PLANT BURGER CHEF, IR JACK'S BURGER CHEF, INC.

approved and received for record by the State Department of Assessments and Taxation at 9:00 o'clock A. M. as in conformity of Maryland June 15, 1961 with law and ordered recorded.

## 10620

Recorded in Liber 7252, folio 59, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$.....Recording fee paid \$...10.00.....

Circuit To the clerk of the

Court of Washington County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation of Maryland.

AS WITNESS my hand and scal of the said Department at Baltimore.

Recorded September 7, 1961 at 8:54 A.M. Liber 10, Receipt No. 189114

ARTICLES OF AMENDMENT
OF
WOODPOINT GOSPEL CHURCH

THIS IS TO CERTIFY:

THAT WHEREAS, heretofore by a Certificate of Incorporation now of record in Liber No. 4, Folio 50, among the Records of Incorporations in the Office of the Clerk of the Circuit Court for Washington County, Maryland, certain persons were duly incorporated as a religious corporation by the corporate name of "POINT SALEM GOSPEL MISSION", in Washington County, Maryland; and

WHEREAS, by Articles of Amendment to the original Certificate of Incorporation of said religious corporation now of record in Liber No. 6, Folio 237, among the Records of Incorporations in the Office of the Clerk of the Circuit Court of Washington County, the original Certificate of Incorporation was amended changing the corporate name to "WOODPOINT GOSPEL CHURCH", as in said Articles of Amendment set forth; and

said religious corporation held on the 30th day of April, A.D. 1961, a resolution was passed by unanimous vote of the members of said board present declaring it to be advisable that the amendments hereinafter set forth be made to the Amended Articles of Incorporation and designating Rev. Homer H. Boese, Paul Sprecher, Charles E. Timbrook, Robert E. Mauck and O. F. Dorman as Trustees to sign and acknowledge the Articles of Amendment and calling a meeting of all persons over twenty-one (21) years of age belonging to the congregation to take action thereon; and

after due notice as provided by law and held on the 17th day of Nay, A.D. 1961, at the usual place of worship of said congregation, the said Amendments were duly adopted by a majority vote of the members attending such meeting and the trustees above named were authorized to sign and acknowledge the Articles of Amendment and

HARVEY M. MILLER ATTORNEY AT LAW HAGERSTOWN, MD.

IT IS THE REFORE CERTIFIED that the aforesaid Amended Articles of Incorporation be amended as follows:

1. By striking out Article II of said Articles of Incorporation and inserting in lieu thereof the following:

"ARTICLE II

The name of the Corporation shall be "HAGERSTOWN NDEFENDENT CHURCH","

- 2. By striking out and eliminating all of Article KIV of said Amended Articles of Incorporation.
- 3. By changing the number of Article XV to Article CIV.

IN TESTIMONY WHEREOF, the undersigned Trustees named in the above mentioned resolutsion for that purpose have hereunto igned their names and affixed their seals this 19th day of June, .D.1961.

(SEAL) (SEAL)

(SEAL)

(SEAL)

(SEAL) Robert E. Mauck

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 19th day of June, A.D. 1961 efore me, the subscriber, a Notary Public of the State of Maryland n and for Washington County, personally appeared Rev. Homer H. Boese aul Sprecher, Charles E.Timbrook, Robert E.Mauck and O.F.Dorman, nown to me to be the Trustees whose names are affixed to the aforeoing Amended Articles of Incorporation, and acknowledged that they Amended Articles of Incorporation in the capacity and poses therein contained.

EST:

Louise P.Spessard

Witness my hand and Official Notarial Seal.

Louise F.Spessard Notary Public

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1961 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

10752

Recorded in Liber , folio , one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$......Recording fee paid \$......10.200......

Court of Washington County

IT IS HERERY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Department of Assessments and Taxation

AS WITNESS my hand and seal of the said Department at Baltimore.

Whereas the State of Maryland having approved Articles of Incorporation of Martin Truck Corporation located at 2015 Pennsylvania Ave., Hagerstown, Md., which approval was granted March 14th, 1960, a meeting was called in due order for the purpose of electing a board of directors for the Martin Truck Corporation, Oliver H. Martin, Ammon H. Martin and Morman I. Broadwater were all present. Oliver H. Martin acted as chairman of said meeting.

Whereupon, upon motion duly made and seconded, it was

"RESOLVED", that this corporation shall have no less than three and no more than five directors, and that Oliver H. Martin, Ammon H. Martin, Ada R. Martin and Ellen D. Martin, be, and they are hereby elected to act as the board of directors of this corporation until their successors are duly elected and qualified, and said motion was unanimously carried."

And, Whereas, the said Norman I. Broadwater, having been employed for the purpose of giving legal advise and performing such duties as are normally required for the forming of a corporation, which duties were completed when said board of directors was elected, and he, having no financial interest or any other interest in the Martin Truck Corporation, except as its attorney, at this same meeting tendered his resignation as director and secretary pro tem, which resignation was accepted. In witness whereof, I, Oliver H. Martin, hereunto set my hand and seal this 25th day of September, A. D. 1961.

Oliver H. Martin, Chairman. (SEAL).

Before me personally appeared Oliver H. Martin, who made affirmation that the above statements are true and correct.

Subscribed and affirmed to before me this 25th day of September 1961.

Alays & Wie Lenson/Notary Public for Washington County, Stateof Maryland.

My commission expires May 6, 1963.

